

IIMC BOARD OF DIRECTORS
ANNUAL BOARD MEETING
MAY 21 and 22, 2010
RENO, NV

The meeting was called to order on Friday, May 21, 2010 by President Mary Lynne Stratta at 3:15 p.m. (Pacific Time).

ROLL CALL – MAY 21, 2010:

PRESENT: Board Members
Executive Committee: Stratta, Cassler, Nicol and Reese
Region I: Dixon and Mullen
Region II: Jacobs and Williams-Warren
Region III: Small (Burns)
Region IV: Blackard and Miner
Region V: T. Kelly and Young
Region VI: Alexander and Moore
Region VII: Goodwin and Lovett-Sperling
Region VIII: Kalasz and Simmons
Region IX: Hawker and Kolacy
Region X: Lemoine and White
Region XI: Allers

Absent: Region III: S. Kelly
Region XI: N. Randle

Others Present: IIMC Executive Director Shalby
Parliamentarian/Rec. Secretary Dornan
Various IIMC Staff Members
Various Guests

APPROVAL OF AGENDA:

Motion by Reese, Second by Kalasz, to approve the agenda as published.

Motion Carried Unanimously.

CONSENT AGENDA:

- a. **Draft Minutes of Mid-year November 7-8, 2008 Board Meeting – Riverside, Ca.**

Motion by Young, Second by Cassler, to approve the minutes of the Mid-Year Board Meeting held November 7-8, 2008 in Riverside, CA as corrected and submitted this date.

Motion Carried Unanimously.

b. Draft Minutes of May 18, 2009 – Board Meeting – Chicago, IL

It was noted these minutes had been approved at the mid-year board meeting in November, 2009; no action required.

c. Draft Minutes of Mid-year November 6 & 7, 2009 Board Meeting – Albuquerque, NM.

Motion by Cassler, Second by Warren, to approve the minutes of the mid year board meeting held November 6-7, 2009 in Albuquerque, NM, as submitted.

Motion Carried Unanimously.

d. Draft Minutes of November 7, 2009 Executive Session.

It was advised these had already been approved at the mid year meeting; no action was necessary.

e. Draft Minutes of January 11, 2010 Board Teleconference.

Director Miner requested that the minutes on Page 3, third paragraph, be amended to indicate that she was late in participating in the meeting, but not absent.

Motion by Young, Second by Burns-Small, to approve the minutes of January 11, 2010, with the amendment noted above.

Motion Carried Unanimously.

f. Draft Minutes of January 11, 2010 Board Teleconference Executive session.

It was advised these would be distributed and considered for approval later in executive session.

g. Draft minutes of February 22, 2010 Board Teleconference.

Motion by Cassler, Second by Miner, to approve the minutes of the February 22, 2010 Board Telecom meeting as written.

Motion Carried Unanimously.

MCEF REPORT:

Mr. Dale Barstow addressed the Board, and referenced the annual report provided to them in their packets. He advised that the Clerks from Illinois who will be contributing a restricted endowment in honor of the passing of Marianne Edwards, the City Clerk of Normal, Illinois who passed away this year. He spoke on the work of MCEF

during the past year, noting they had lost the services of Wayne Hussey, who resigned due to other commitments. He stated MCEF will continue to work on the Planned Giving component and other fund raising efforts, advising the MCEF Foundation, while small, is in better shape than others of comparable size.

Mr. Barstow advised there was approximately \$1.27 million in their account, but noted that voluntary contributions were down by 4% last year. He encouraged the Board Members to talk to the members in their region about continuing the voluntary donation with their dues and other donations as well. He advised the voluntary donations are a major revenue source for MCEF.

Mr. Barstow spoke on other fundraising activities, including raffles, auctions, and the annual Hawaii trip, which is still doing well. He noted he was excited about IIMC's new website, which was financed through MCEF funds and feels it's a great improvement for the organization. He spoke on the MCEF loan to IIMC, advising the amount has gone from \$250,000 to \$158,000 and that they appreciated the prompt repayment efforts.

Mr. Barstow thanked the Board for their support of MCEF, this week's silent auction and other activities. President Stratta thanked Mr. Barstow for the report and for the partnership and continued help of the MCEF to the IIMC.

EXECUTIVE DIRECTOR UPDATE- CHRIS SHALBY:

ED Shalby reported that over the past year, he and staff have concentrated on resolving the education issues which was done through amendment by the Board at the mid year meeting of the education guidelines, paying down on the line of credit to MCEF, maintaining membership, searching for a new Education Director, developing the strategic plan, creating and implementing the new web site, overseeing the codification of the new policy manual and making the 2010 conference in Reno a premier event and revenue generator. He provided a synopsis of some of the key events. He then requested that the Board enter into executive session discussion.

EXECUTIVE SESSION:

Motion by Reese, Second by Mullen, to enter into an executive session at 3:27 p.m.

Motion Carried Unanimously.

The Board met in executive session at this time; The Board reconvened back into regular session at 4:50 P.M.

ADOPTION OF MEMBERSHIP-DRIVEN LONG-RANGE STRATEGIC PLAN:

President Stratta noted that this plan was the result of many hours of work by all of the Board Members, both present and past and that the Strategic "Business Enterprise" Plan as written will be a guide to IIMC for many years to come on how to

conduct business and provide education to its membership. She called upon the chairs of each of the KRAs to provide a synopsis of the KRA component they worked on. Reports were provided as follows:

Key Result Area 1 – Membership.

Objective 1 – Create an effective advertising and marketing program to enhance and promote IIMC member benefits and attract and retain members

Objective 2 – Conduct comprehensive assessments to find potential new markets and members

Objective 3 – Improve the membership recruitment process

Objective 4 – Create an effective and usable membership forum

Objective 5 – Increase membership benefits by expanding on-line learning opportunities.

Key Result Area 2 – Finance

Objective 1 – Create an organization that is financially healthy

Objective 2 – Continue to enhance the financial reporting process that assures accuracy and appropriate oversight

Objective 3 – Implement an inclusive, broad-based conference planning process

Key Result Area 3 – Communications Technology

Objective 1 – Expand technology opportunities/website

Objective 2 – Enhance online learning

Objective 3 – Improve membership services

Objective 4 – Develop financial support for and determine the feasibility of, proposed communication technology improvements

Key Result Area 4 – Board Development

Objective 1 – Develop and improve recruitment strategies

Objective 2 – Educate prospective nominees and new Directors

Objective 3 – Promote ongoing development for Directors

Objective 4 – Increase financial support for Regional Directors

Objective 5- Identify specific objectives in all categories for Regions X and XI

Key Result Area 5 – Education

Objective 1 – Build trust and rapport throughout the IIMC enterprise

Objective 2 – Expand online education

Objective 3 – Streamline the review of certification applications

Objective 4 – Implement programs for international members

Objective 5 – Assist State Certification development

Objective 6 – Celebrate achievements

Discussion was held on each of the KRAs in place; each KRAs objectives and objectives that had already been accomplished. It was noted that many of the things listed had already been accomplished in the last year and many others were on-going at this time, to be implemented soon.

Discussion was held on KRA 5 – Education, Objective #5 – *Assist State Certification Development* and the role of IIMC in these type programs. It was determined that the wording as presented in the plan should be re-worded and re-considered by the Board before adoption of the entire plan took place. KRA Education Chair Nicol advised that she would work on revised language this evening and present wording to the Board at the continued Board meeting tomorrow.

ADJOURNMENT for day: The meeting was adjourned at 4:55 pm (Pacific Time) for the day.

CALL TO ORDER: The meeting was reconvened and called to order on Saturday, May 22, 2010 by President Mary Lynne Stratta at 8:00 a.m. (Pacific Time).

ROLL CALL – MAY 22, 2010:

PRESENT: Board Members
 Executive Committee: Stratta, Cassler, Nicol and Reese*
 Region I: Dixon and Mullen
 Region II: Jacobs and Williams-Warren
 Region III: Small (Burns) and S. Kelly
 Region IV: Blackard and Miner
 Region V: T. Kelly and Young
 Region VI: Alexander and Moore
 Region VII: Goodwin and Lovett-Sperling
 Region VIII: Kalasz and Simmons
 Region IX: Hawker and Kolacy
 Region X: Lemoine and White
 Region XI: Allers

Absent: Region XI: N. Randle

Others Present: IIMC Executive Director Shalby
 Parliamentarian/Rec. Secretary Dornan
 Various IIMC Staff Members
 Various Guests

PRESENTATION BY HOST CLERK, MONICA SIMMONS: Ms. Simmons welcomed President Stratta and the Board to Reno, NV on behalf of the entire host committee and noted the welcome basket provided to each Board Member as a token of their appreciation. She introduced each of the host committee members present, stating they were small in numbers but had worked long and hard to plan for a great conference. She thanked them for their dedication and leadership in putting this conference together. She introduced the representative in charge from the Grand Sierra Resort, who also welcomed IIMC and provided general information

about the hotel and convention center. Ms. Simmons highlighted the events taking place during the week to come.

President Stratta noted the host committee was small, but very mighty! She advised that this committee only had two years to plan and get ready for this event, due to the change in location from Sydney, Australia to Reno, noting most cities have five years to do what they have done in two. She extended her heartfelt appreciation to the Committee for all their effort and hard work.

IIMC Executive Director Shalby introduced the representatives of the new company hired to help assist IIMC with conference planning, noting the assistance they had provided for Reno.

Several guests were present. They introduced themselves which included incoming board members, institute directors and others.

President Stratta introduced Laurie Darcus, the incoming Region X Director, noting she was not able to be present yesterday as she was being recognized at home by her own community as their "Citizen of the Year." Laurie provided a short personal bio to the board members.

EXECUTIVE DIRECTOR UPDATE- CHRIS SHALBY (Continued):

APPOINTMENT-IIMC EDUCATION DIRECTOR: President Stratta noted that the Board needed to confirm through a motion at a regular, public meeting, the appointment of the new IIMC Education Director; which was discussed yesterday in executive session.

Motion by Nicol, Second by Kalasz, to approve the Executive Director's recommendation and name Ms. Jane Long as the IIMC Education Director, under the employment package and specifications as outlined by ED Shalby.

Executive Director Shalby explained that the hiring of Ms. Long would be effective September 1st. He spoke on her credentials and the expertise she would be bringing to IIMC.

Motion Carried Unanimously.

STRATEGIC PLAN (continued):

President Stratta advised that during the discussion yesterday of the Strategic Plan, the Board had requested that wording be revised on KRA Objective 5. Suggested revised wording was read and presented by KRA-Education Committee Chair, Nicol.

Motion by Nicol, second by White, to adopt the Strategic Plan for Education as submitted, with inclusion of the new language for Objective 5 as presented at this meeting.

Motion Carried Unanimously.

President Stratta thanked the Board Members and staff for all their hard work on the Strategic Plan Document. She noted several of the key issues to come out of this document and key improvements made within the organization over the last year, including improvements to the education guidelines; the fact that the debt owed to MCEF had been reduced considerably and that not only the monthly minimums are being made, but that two larger payments had been made as well; that a new Director of Education has been hired; the fact that they are attending a first-rate conference in Reno with a great education program which was all done in a two year time period, that while the number of delegates is down in numbers due to the country's economy, there are still good numbers of those participating and that due to this venue, money will not be lost by IIMC with this conference, She spoke on the better financial status of IIMC as a whole, and noted her appreciation to staff for all their hard work and everything they do for IIMC; that every staff member does a great job.

EDUCATION DEPARTMENT REPORT:

Staff Member/MMC Verification Specialist, Emily Maggard, reviewed the following items on behalf of the Education Department:

Guidelines: She thanked the Board for making the changes, noting things were going well in this area; that they have not had complaints since their approval. She indicated applications for MMCs were going smoothly; and they are communicating regularly with the State Institute Directors and State Education Chairs.

Athenian Dialogues: Ms. Maggard noted that since the Board approved points for the Athenian Dialogues, more are being held. She advised that staff was encouraging the Institutes to sponsor these as well. Discussion was held on how certificates are awarded to attendees of dialogues.

Ms. Maggard noted that members can obtain eight points for attending this annual conference; explained that scanning is being introduced here and outlined the communications and publicity done to explain this to members and attendees both before the conference and information being provided here at the conference.

Ms. Maggard advised there are seven on line classes currently being offered; and that there is a new, approved subject matter list on the website which hopefully will be used by State Association education personnel.

Ms. Maggard indicated she is catching up on MMC applications, noting that Marilyn Sanzo, CMC Verification Specialist, had resigned, but would be replaced soon. She advised the wait period for MMC applications is basically 8-12 weeks. She commented on the status of webinars and credit amounts for those; that there is no more CD Rom program – these are being replaced with the webinars and that the Institute Director guidelines are now separate from the regular education guidelines and are listed separately on the website as well and easier to read.

Discussion was held on the Education Ambassador program. Ms. Maggard noted that they will start collecting names for this program soon and that basically this is a program for MMC people who want to help other members become certified. She noted it is similar to the mentoring program, but specifically for focus on the education guidelines components.

Ms. Maggard explained new software in the office now, which is an automated system that will create and send letters from staff to those members who have applied for and/or received their certifications. She noted the letters will be sent automatically once the application is received or completed.

Discussion was held by the board on webinars and disseminating information to members regarding CMC/MMC requirements and frequently asked questions. It was asked if there was a possibility of offering free webinars to the members. Staff advised that a session was being held at this conference outlining the new education guidelines and how to apply for certifications. It was noted by Jan Daudt that several memberships were saved from cancellation with the changes in the education guidelines that were approved by the Board.

President Stratta thanked the education staff members for their hard work and urged them to keep certification applications moving and approved in a timely manner.

*Immediate Past President, Dyanne Reese arrived at 8:25 a.m.

EDUCATION ITEMS:

A. New Education Initiative – Kassie Van Remortel, University of Wisconsin, Green Bay:

Kassie Van Remortel addressed the Board and outlined a proposal regarding a proposed partnership with IIMC to provide members the ability to earn 3 college credits on-line for attendance at any IIMC approved Clerks Institute or 30 hours of Master Academy/Athenian Dialogue programming or to earn an on-line Associate or Bachelors Degree. She described the proposal in detail and highlighted the parameters of program. She also spoke on the possibilities of providing webinars to members across the country through the help of Wisconsin Public TV.

Discussion was held by the Board on the program, how it would work and be provided to the membership, etc. Ms. Van Remortel requested the Board's support of this proposal as an added value to IIMC members.

President Stratta requested comments from staff on this proposal. ED Shalby noted that this program, along with others to be considered today, are programs that the membership has been asking for. He feels this gives more options to members; the programs being offered are good; and that additional educational opportunities make the organization stronger. He advised that there would be no additional cost to IIMC to market and promote these programs to members and recommends that the Board approves and moves forward with the request.

President Stratta thanked Ms. Van Remortel for pioneering this issue and putting the initiative together, noting this is something that IIMC Staff and the Board have been talking about for years – the issue of clerks going to institute and earning college credits at the same time.

Vice President Nicol commented that she feels other institutes would welcome this type program as well; that it provides additional value to existing land institutes.

Motion by Alexander, Second by Moore, to approve the education initiative/partnership being offered through Kassie Van Remortel and the University of Wisconsin, Green Bay.

Motion Carried Unanimously.

B. New Education Initiative – Ina Wintrich, Arizona State University

ED Shalby outlined this proposal to the Board in the absence of Ina Wintrich. He advised that this was an on-line international certificate program designed for global administrators and managers being offered through Arizona State University. ED Shalby noted that this could be particularly interesting to those members in Region X and XI and that Ms. Wintrich is asking if IIMC would support this endeavor and help market this program. He advised that they have not worked out all the details, but noted they have agreed to rebate a portion of each course fee paid back to IIMC. ED Shalby indicated that Ms. Wintrich is asking the Board to approve this program in concept and agree to help market the program at this time and that she would come back to the Board with more information and details later. ED Shalby advised that this program is another way to provide education to members around the world and that the program concept coincides with education guidelines already in place. Discussion was held by the Board. It was noted that this program could appeal to all members, but agreed that it may be especially appealing to those members in Region's X and XI.

Motion by Cassler, Second by T. Kelly, that the IIMC Board supports in concept the program being outlined and offered by Arizona State University through Ms. Ina Wintrich

Motion Carried Unanimously.

C. New Education Initiative – Jack Novack, Professor, Dalhousie University Halifax, Nova Scotia, Canada

ED Shalby outlined this proposal to the Board in the absence of Mr. Novack. He noted this was a Self-Study Program, which would be developed specifically for the municipal clerk who wished to be certified by IIMC. He advised this would be offered internationally using the internet and would most likely be comprised of about 20 courses or modules. ED Shalby noted that Mr. Novack is requesting the Board to approve this program in concept, with more details to follow. He stated he felt this would be an attractive program to offer, but that he has concerns about the costs.

However, he hopes Dr. Novack can go back and do some reductions that would make this more affordable for members to use. He urged the Board to approve this in concept and allow staff to continue to work with Dr. Novack on this project, including work on reducing costs and completing the details. He also indicated this would allow IIMC to affiliate with other non-profits, which would widen the pool in order to better share educational resources, etc.

Director Kolacy commented that she realizes this program is very preliminary, and noted that any benefits towards certification resulting from this program would need to be discussed further by the Board.

Director Lemoine addressed the comment relative to the Canadian market, noting there was a possibility of 4,500 local governments in Canada in which to participate, along with other entities around the world and the huge number of participants which could result, which could also result in membership possibilities to IIMC.

Vice President Nicol commented that she feels this is three hits in a row regarding education endeavors for IIMC members, which are all great ways in which to help clerks achieve certifications and education degrees.

Director White also spoke on the potential of 80,000 members to IIMC and fact that each of these on-line endeavors talked about today are very positive, reachable to members that may not have been reachable in the past, and that he feels the Board should proceed.

Motion by White, Second by Nicol, to approve in concept the Self-Study Program, needing better cost analysis from Dr. Novack and the Dalhousie University College of Continuing Education in Canada, working with the IIMC's new Education Director.

Motion Carried Unanimously.

D. Update on Institute Status: Oklahoma (MMC Academy); Missouri; Louisiana; Pennsylvania, The Netherlands (VvG); U.K. (SLCC/ILCM); U.K. (ADSO); South Africa (IMASA):

MMC Verification Specialist Maggard advised the Board of the following:

Oklahoma: MMC Academy has been approved; is up and running. She noted paperwork is coming through; the Clerks seem happy.

Missouri: This group finished paperwork just before coming to Reno; they are up and running.

Louisiana: This is in process; staff is working with them. They continue to communicate on issues but staff is confident that it will be finalized soon. President Stratta spoke on the history of this institute; past issues; its leaving IIMC, etc. and noted her hopes that this institute will return to IIMC this year.

Pennsylvania: President Stratta spoke on the history of losing this Institute. Director Jacobs reported on the status of this program, indicating they want to be ready for a new program to start in May, 2011. She advised that meetings continue; they are on schedule and are moving forward. She stated that she appreciated the help and assistance of ED Shalby and IIMC Staff.

Past President Reese stated that on behalf of the Pennsylvania members, they appreciate the help and support of President Stratta and staff; that they are moving slowly and carefully, but that she is confident this will happen.

VvG (Netherlands): ED Shalby advised that this is the new Dutch Association; that this Association thought they had submitted a proper proposal for their institute, however, what they submitted was not complete; that Staff has given them a full, completed proposal to use as a sample/template document; that there are plans to meet with them; and there are hopes they can be up and running soon.

SLCC: Has approved institute; they are very excited; they already have people participating in the program.

ADSO: President Stratta reported on this, noting that IIMC staff is looking at their qualifications; that they are working on a proposal now.

IMASA: ED Shalby advised that he had spoken with Francois yesterday and that they are trying to get a group together to meet this week in Reno to see if an Institute for this group can be accomplished by working through the program proposed by Arizona State University/Ina Wintrich that was just discussed and approved by the Board. He noted that Francois is in charge of pursuing this; one problem is with the finances; and that they are hoping to work this out.

COMMITTEE REPORTS – REQUIRING NO ACTION:

A. Budget and Planning Committee

President Stratta noted that Chair Bob Pritchard could not attend this meeting and that incoming B & P Chair Marian Karr will make the budget report at the annual business meeting. She advised that Mr. Pritchard had done a phenomenal job on this committee; has worked very hard and done an outstanding job. She urged the Board members to thank him for his work and leadership.

Vice President Nicol spoke on the difficulty of reading the reports presented. Discussion was held. Staff offered to review the reports with the Board members during the week from an instruction/how to read and interpret type meeting.

B. Election Committee

Chair Brenda Cirtin was present and reported to the Board. She spoke on the preparation of the constitutional amendments which will be presented to the membership at the annual business meeting on Thursday. She advised that the

Committee is still working on an elections manual, which will be completed next year. Ms. Cirtin advised that they have performed all duties and met all criteria related to the posting and advertising of the constitutional amendments coming before the membership. President Elect Cassler noted that the Elections Manual will be the first priority of the Committee next year, which is being chaired by Terri Kowal in Michigan. President Stratta thanked Chair Cirtin and the Committee for their hard work this past year.

C. Mentoring Committee

Board Liaison Lovett-Sperling advised that Mentors will be introduced at the first timer orientation meeting tomorrow, noting they are a small group, but continuing to grow each year.

D. Policy Review Committee

President Stratta reported that all of the proposed changes from this Committee were done and considered at the mid-year board meeting and that no new items were submitted for this meeting. Board Liaison Moore stated that this was a busy committee who worked in conjunction with the elections committee on the proposed constitution amendments and that there are already several items to review for next year. President Stratta noted the hard work done by this Committee in order to be ready by mid year and she thanked the members for their time and dedication.

ED Shalby advised the Board that the IIMC Policy Manual has now been codified and will be uploaded to the website in the next few weeks. He advised that any future changes will be done through the code company and much easier to keep updated.

COMMITTEE REPORTS – ACTION REQUIRED

a. Conference Committee

Board Liaisons Hawker, Simmons and Moore provided this report to the Board. Director Hawker summarized the goals worked on but not yet completed in which the Committee should continue to study next year.

Director Simmons outlined the recommendations developed thus far for a four-day IIMC Conference. She advised that more discussion was warranted with staff in order to work out details; that the Committee feels strongly that a four-day event needs to be considered due to economy issues and the expanding opportunities for on-line education. She noted the primary concern of the conference is cost.

ED Shalby commented that the recommendation received was a good first effort; that he would like staff involved in the review of the ideas presented for a final report submission next year.

President Elect Cassler stated that she personally has heard for several years from members as to their desire to reduce the number of days of the annual conference;

that she has received a few samples of what a schedule might look like and that she has asked the committee to finalize a recommendation on this issue as their first priority for next year.

Director Moore advised that her sub-committee had worked on revisions to the conference manual; that this document is in dire need of updating and revision, and that they did not get this done and hoped the Committee would continue working on this next year.

ED Shalby reviewed his management recommendations for this Committee report.

Rec #1: He feels the Committee needs to work on developing a contingency plan regarding future conferences and disasters and relocation possibilities and a contingency plan on disasters occurring while Delegates are attending a conference. He spoke on the possibilities of both occurring. He noted there is no insurance in place at this time to refund delegates money in these types of circumstances.

Rec #2: ED Shalby noted that it is imperative that this Committee make the off-site program for Region X and XI Delegates as weighty as possible, if the program continues, as participants in this program are not earning education points for this day through the new scanning program.

Rec. #3: ED Shalby noted the development of a flow chart relative to how speakers are suggested; topics for education programs chosen, etc.

Rec. #4: ED Shalby advised that the effort done to date for a four-day conference was good; that staff needs to be involved in the discussions relative to the effects on the education program, points, finances and other budgetary items. He feels staff can work with the committee and provide a more comprehensive report at the mid year meeting.

REC. #5: ED Shalby agreed the conference manual needs to be revised; that many changes and policies for conference have been approved over the past few years that need to be incorporated in an updated manual.

Motion by Cassler, Second by Nicol, to receive the report of the Conference Committee with the Management's Recommendations as outlined.

Unanimously Carried.

b. Education and Professional Development Committee

This Committee report was provided by Chair, Kathy Dornan. She advised that the recommendation needing action was that of IIMC establishing and providing webinars for members as another means of on-line education for members not able to leave their offices, travel, etc. She advised that per the discussion already held by the Board and with the commitment already made to provide webinars on-line with

the implementation of the new website, she feels this request has already been honored.

ED Shalby agreed that the new website would make offering webinars for on-line instruction possible; that partnerships with other states could be considered; and that he was also looking for feedback from this Committee next year on the conference education program being provided in Reno.

Motion by White, Second by S. Kelly, to accept the report of the Education and Professional Development Committee with the Management Recommendation as submitted.

Motion Carried Unanimously.

c. Ethical Standards Committee

Discussion of this Committee Report was done in Executive Session.

d. International Relations Committee

Director Allers summarized this report and its recommendations to the Board. He outlined the provisions of the Committee's proposed Business Plan.

ED Shalby outlined the Management Recommendations as follows:

#1: He provided some background history for the creation of the business plan and advised the Board to adopt this plan which should be incorporated with the IIMC Strategic Plan.

#2: He indicated he will ask the Budget and Planning Committee to include \$800 in the 2011 budget for the 2011 Study Abroad Program. He requested the Board hold on any approvals for the 2015 program, as there is a possibility of IIMC holding its conference outside of North America in 2015.

#3: He noted the new website was up and running and that the global feature of the site would make it more attractive to members from Region X and XI.

#4: He noted that IIMC would be happy to further promote the Exchange Program.

#5: He advised that IIMC currently plans to publish several articles on the Study Abroad program received from U.S. participants and noted that any and all International Articles would also be published whenever received.

#6: He spoke on a session being held in Reno on the subject of Conference Committee topics and speakers of global relevance; noting the planned tour of the Reno City Hall this week as part of the outreach program.

#7: He spoke on the new IIMC approved institute in the United Kingdom and noted that the IIMC is working together with the SLCC to grow and with the VvG to develop a similar institute.

President Stratta noted that one of the goals assigned this committee was the development of a business plan which would address the concerns of the International Delegates. She spoke on the successful plan submitted, and commended Tom Van der Hoven and his committee for the great job done in preparing the document as presented. She noted that reduced membership fees have been extended to other Region XI entities; that IIMC has signed additional affiliation agreements; and that she feels the business plan is a huge asset to the organization.

Director T. Kelly commented that Francois Allers has put together a wonderful study abroad program in South Africa for 2011, and that SOLAR would like to host a program for 2013. She agreed with staff's recommendation to hold on any approval for a conference for 2015 until the mid year meeting in November.

Director Allers reported on the 2011 study tour details to date. President Stratta noted the progress made this year with International efforts and her appreciation to all involved for making so many positive advancements in this area.

Motion by Cassler, Second by Alexander, to accept the report of the International Relations Committee; to accept the International Business Plan 2010-2013 as presented and to include this document as Appendix 1 to the IIMC Strategic Plan

Motion Carried Unanimously.

e. Membership Committee

Director Miner summarized this report and work of the committee through the year.

Director of Member Services, Jan Daudt, commented that Committee members were asked to make "good will" calls to members; that a few followed through on this task, but that there needs to be more enthusiasm and follow through in this area. She feels this committee needs people who are going to be active. She noted that they had mailed 1,300 postcards to Native American council clerks, and had received four back; that they are hopeful for those four and more to become new members.

President Stratta encouraged the Region Directors to look at the monthly membership report provided to them through the website, noting it was each of their responsibility to contact members who have cancelled and dropped their membership, etc. She noted that personal contact is critical and that Region Directors play a vital role in this issue.

ED Shalby outlined his Management's Recommendation to approve the updated Power Point Presentation for membership recruitment and to approve the

continuation of the two membership recruitment campaigns – the Region Directors Challenge and the Recruit a Member Program.

Motion by T. Kelly, Second by Jacobs, to accept the report of the Membership Committee with the Management's Recommendations as submitted.

Motion Carried Unanimously.

f. Program Review & Certification Committee

Board Liaison Young noted this Committee worked hard under the leadership of Chair, Nancy Vincent. She advised that all goals were completed prior to the mid year meeting and since then, the Committee has been reviewing various policies and support documentation. She noted the committee had been requested to review the applications for new institutes and the new policy for the scanning process at conference.

She also noted they had re-written the policy regarding the conduct of Athenian Leadership Dialogues relating to points earned, etc. and is requesting the Board's consideration of this policy.

ED Shalby advised that the Dialogue policy approved by the Board at the mid year meeting is working and recommends that nothing be changed at this time. Discussion was held on the points allowed for a dialogue, the practice of allowing half points, etc.

Board Liaison Burns-Small noted that the best practices document took a back seat to all the other work done by the Committee this year and that this document should be reviewed again by the Committee next year and then sent to State Associations and Institute Directors for feedback, etc.

Motion by S. Kelly, Second by Jacobs, to accept the report of the Program Review & Certification Committee with the Management's Recommendations as written, with no changes made regarding points earned for Athenian Dialogues.

Motion Carried Unanimously.

g. Public Relations & Marketing Committee

- a. PR & Marketing Power Point Presentation 2009-2010
- b. Job Shadow
- c. Job Shadow Volunteer Application
- d. Job Shadow Volunteer Clerk
- e. Job shadow Flyer
- f. Job Shadow Evaluation
- g. 2010 Marketing Plan

Board Member/committee liaison Goodwin outlined the report, noting the final version of the power point presentation was included in the Board's packet, along with related documents outlining the job shadow program. It was noted that both the CMC recertification slide and the Athenian Dialogue slide needed correcting within the power point presentation.

Discussion was held on the power point presentation and how this was going to be kept updated and current. It was agreed that this would be the responsibility of the Committee.

ED Shalby reviewed the Management's recommendations, noting that advertising in different venues and publications as suggested in the report costs considerable dollars and that if the Board wants to do this, it would have to be discussed further relative to budget implications.

A question was raised regarding the job shadow program; and what this would entail. This proposal was explained to the Board. Director Jacobs spoke on the possibility of advertising this program in State Program brochures, along with IIMC marketing documents.

Board Liaison Dixon advised that in the past letters have been sent to town Mayors and Administrators regarding Municipal Clerks Week by the committee members, but that this year they were sent by IIMC directly which was much more successful. Discussion was held by the Board on the Job Shadow program, its benefits, purpose, etc. It was noted that this type of program has already been developed in some communities and is working well. It was suggested that the proposal for IIMC needs more work and further details before implementation.

ED Shalby reviewed the Management's Recommendations. He advised that the power point presentation, once corrected, will be ready for inclusion on the new website. He requested more time to work with the committee relative to the details and workings of a Job Shadow Program.

Motion by Nicol, Second by Warren, to accept the report of the Public Relations & Marketing Committee with the proposed updates to the Power Point presentation and the concept of the Job Shadow program, with further detailed information to be provided to the Board in the coming year on all aspects and details of the program.

Motion Unanimously Carried.

h. Records Management Committee

Director Jacobs summarized the written report, noting the Committee could not complete all goals assigned. She advised they had some difficulty understanding the responsibilities assigned and added because of this, a flow chart is being developed by ED Shalby for committees to use in the future.

Director Shalby outlined each of his Management's Recommendations from the report. He spoke on the need for an outside service to help in future surveys and the cost of doing these.

He spoke on the comments relative to staff reported in the Committee's year end report, noting that he would like permission to eliminate these comments when putting this report on the website.

President Stratta advised she feels the flowchart will be helpful in the future and that she could not support the expenses requested for sending a member to headquarters to help with records management as there are members in that area who can and are willing to help with this already.

Motion by Young, Second by S. Kelly, to accept the report of the Records Management Committee with removal of the first general recommendation paragraph, and with the Managements Recommendations as written.

Motion Carried Unanimously.

i. Research and Resource Committee

Board Member and Committee Liaison Kolacy summarized this report. She spoke on the on-line resource center which will be a part of the new website.

ED Shalby advised that Tammy Schultz is the staff liaison to this committee and does a great job assisting. He agreed the new website would help assist with the resource center as requested by the Committee.

Motion by Dixon, Second by Warren, to accept the report of the Research & Resource Committee, with the Management's Recommendation.

Motion Carried Unanimously.

j. Small Cities Task Force

President Stratta noted that this issue had not been discussed at the mid-year meeting as the data gathered was so extensive that it needed to be summarized; that this has been completed and the response received was overwhelming. She advised that this information had been compiled and submitted to the Board in their packets.

Committee Chair Debbie Batliner was present at this meeting and provided the report to the Board. She reported that they received a 47% response rate to the survey which was very good. She advised that the Board has already addressed many of the issues noted in the survey and feels webinars through IIMC will reach out to small city clerks who will never be able to travel and attend outside educational functions. She agreed this was very much needed.

President Stratta noted that the survey indicated that annual membership dues was not an issue with small cities, which is what was being thought in the past. Comments were made by staff liaison Jan Daudt on survey results and concerns expressed by the small cities/town clerks. She agreed that webinars will be very important to them.

It was noted that 48% of those surveyed had no staff to cover for them while they were out of the office.

Director Kalasz spoke on the fact that many small communities did not get the survey because they cannot afford to join IIMC and that she feels we still need to market to those groups as these could be potential members.

President Elect Cassler commented on the need to assist members on issues reported on the lack of recognition by peers and members of management, etc. It was noted that the data gathered is very important and should be shared with the other committees of IIMC.

Ms. Daudt summarized the survey priorities, noting time management was high on the list of needs, along with many other things. She felt that anything IIMC can do for them at no or low cost is important and that education needed to be developed on issues that face them day to day.

Director Warren suggested reaching out to the State Presidents and Associations to help assist these small town clerks and to assist IIMC in providing educational opportunities as well.

ED Shalby pointed out that 77% of group that responded has a CMC or MMC. He stated that he understands the issues being reported, but that a huge point of this is that they have still been able to obtain their certifications. He felt it was more important to get additional members and that he is hoping the new Education Director can work on this issue by perhaps conducting a small cities roundtable at next year's conference, etc.

Motion by Warren, Second by Young, to accept the report of the Small Cities Task Force with the Management's Recommendations as written.

Motion Carried Unanimously.

FINANCIALS

A. 2009 Year-End Audit Report

- h. IIMC Management Letter
- i. IIMC Financials Letter
- j. IIMC Financials 2009

Pilar Archer presented the 2009 Financials overview to the Board via a power point presentation. She outlined budget overages and under amounts as compiled to date. She then summarized the 2009 Audit overview, noting the findings resolved and

findings pending to date per the Management and Financials letters received. She reported the year to date net profit for IIMC.

b. 2009 Year-End Budget with notes:

c. 2010 Year to Date Budget with notes

Ms. Janet Pantaleon, IIMC Finance Specialist, spoke on the year to date/2009 year-end financials for the organization and various departmental financials. Also outlined was the 2010 Year to Date Budget with related notes.

Ms. Archer expanded on the task center module for computer education software which was explained earlier, noting this helps to streamline the certification application review process.

President Stratta complimented staff on a clean audit, noting the organization has come a long way since 2006, stating this is due to the tremendous job being performed by each of the staff members and the Budget and Planning Committee.

ED Shalby advised that the IIMC Policy Manual is newly codified and will be kept up to date by the outside company whenever a change is made. He spoke on Directors and Officers insurance, noting the organization did not have this type of insurance during the litigation occurrences; that there was some coverage under the IIMC property insurance coverage, but advised there is now a policy in place to have this coverage at all times and that the cost for this is covered in the new budget.

Discussion was held on the headquarters building variable mortgage interest rate. ED Shalby advised that he has looked into refinancing this mortgage in order to save money, however, because the organization uses an accrual base for finance reporting, the bank does not recognize a current income status. He stated he will continue with his attempts to communicate with banks in hopes of re-financing headquarters.

ED Shalby reported that regarding the MCEF extra 2% line of credit which they were holding, that these monies have now been applied to the balance of the loan and has been recalculated accordingly.

Motion by T. Kelly, Second by Small, to accept the IIMC Financials report as submitted.

Motion Carried Unanimously.

STAFF REPORTS:

A. Membership (Janis Daudt)

Ms. Daudt advised that IIMC has lost membership, most likely due to the economy. She advised that Member Services was being proactive in this regard, and outlined the efforts taken to retain current members and attract new members. She stated

that IIMC needs the assistance of everyone – staff, institute directors, region directors, and current members to sell IIMC membership to others.

President Elect Cassler encouraged the Directors to have a conversation with the Institute Directors in their region to make sure they are physically handing out information regarding IIMC membership to their attendees. She agreed it takes all of us to keep membership going and that everyone needs to think of innovative ideas and provide input on how to do this.

B. New Website (Cox, Shalby)

ED Shalby commented that the new website is a drastic improvement over the old one and advised that Twitter is now available from the IIMC website. He spoke on all he has learned about this and other social sites and the possibilities and uses these offer. He noted that Office Manager, Denice Cox, did 99% of the work on the development of the site.

Ms. Cox commented that this was a fun project for her; that the site has a forum module for members; a separate forum module for the Board Members; possibly one for Institute Directors, State Association Directors; and that others can be established as well. She noted that she was still in training for the site and that the site is still being developed. She advised that this is a content management module type site, whereby each department will be keeping up their own portion of the site.

President Stratta commented that she knows Ms. Cox has put in many hours and lots of work on the site and that this will mean a great deal to the members who use it. She thanked Ms. Cox for all her energy and hard work on this project on behalf of the Board. ED Shalby also thanked Ms. Cox for all her work on this.

ANNUAL CONFERENCE UPDATES:

a. 2010 –RENO, NV

ED Shalby advised that this will be an excellent conference and week, noting that many of the costs have been reduced by 50%. He stated the hotel and other entities have been great to work with and that he is not sure of the bottom line as yet for costs/profit, but is optimistic it will turn out positive.

b. 2011 – NASHVILLE, TN

ED Shalby noted that he had spoken with a hotel contact a week after the flood; that the Opryland Hotel is currently closed for six months; but that he had received assurances that it will be up and running prior to next May. He advised that he has a teleconference scheduled in August with appropriate personnel and that he will advise the Board after that as to the status.

c. 2012 – PORTLAND, OR

ED Shalby advised that all contracts are signed; that plans and issues are on-going at this location.

d. 2013 – ATLANTIC CITY, NJ

ED Shalby advised that all contracts are signed; that plans and issues are on-going at this location.

e. 2014 – MILWAUKEE, WI

ED Shalby advised that all contracts are signed; that plans and issues are on-going at this location.

f. 2015 – UNITED KINGDOM

ED Shalby noted the report included in the Board's packet from Nick Randle. He advised that they are suggesting a conference for May, 2015, in the United Kingdom and outlined four properties for potential conference locations. ED Shalby advised that he would like to report more information, details and better cost estimates to the Board at their mid-year meeting, which will be after he does a site review. He is requesting the Board to delay a decision for the 2015 conference until mid-year and that if the conference does not work out for Region XI, then RFP's would be put out in November, with a decision on a location to be made by the Board at their annual meeting next May in Nashville.

Director White urged the Board to be very cautious about scheduling a conference outside of the U.S. He reminded that if the strategic plan states IIMC is to make money on the conference, the Board should not consider a location with the possibility of losing money. He feels we now have in place a study tour and exchange program and additional venues in which to participate in Region XI activities. He advised to be cautious of the PR portion of this matter, reminding that the Board has to make a sound business decision in this regard; that it cannot be done just out of loyalty or emotion for our Region XI members.

Discussion was held. It was determined that the Board would need concrete costs and all detailed information in order to make a proper decision on this issue. Director Lemoine suggested the organization survey the members on this idea.

President Elect Cassler noted this would take extensive consideration due to the current economy and out of state travel issues with so many clerks and that it would be very important that a full, complete study of this be done prior to any decision being made.

Motion by White, Second by Dixon, to accept the Management's Recommendation on the possibility of the 2015 conference being held in Region XI, and to direct ED Shalby to collaborate with Nick Randle and the SLCC and bring back a full, complete study on this issue for consideration by the Board at the mid year meeting in November, 2010.

Motion Carried Unanimously.

NATIONAL AFFILIATION AND ASSOCIATION ACTIVITIES:

- A. **SOLAR:** President Stratta reported she visited Scotland in March as a guest of SOLAR and that she and the SOLAR President signed an affiliation agreement at that time. She noted it was a good conference and that she enjoyed the trip and getting to know this group better. She advised this agreement needs Board ratification.

Motion by Cassler, second by Nicol, to ratify the agreement between IIMC and SOLAR signed in March, 2010.

Motion Carried Unanimously.

REPORT FROM DIRECTORS:

A. Three-year Term for Region X Director (Bernie White)

Director White noted he considered this request as a house keeping issue with the Board. He stated that with the delay of the constitutional amendments not being taken to the membership last year, as a consequence it was necessary for him to fill a one-year term on the board for Region X. He advised that Region X now has a candidate ready to move into the Region Director position, but that it is not clear now whether he filled one year of a three year term and the new director would fill the remaining two years, or whether the new director (Laurie Darcus) would begin serving the three year term when she takes the oath this coming Thursday. He advised that after reading the constitution, which is not clear, he feels the interpretation should be that he had completed an additional one year term and that the new appointment should be for a full three year term. He also mentioned the constitutional amendment which would reduce the criteria for Region X and XI Directors. He noted that he is looking for acceptance and clarification on this and consideration by the Board of granting Ms. Darcus a new three year term, adding that he feels the Board has the power and authority to do this.

ED Shalby agreed that the portion of the constitution covering this situation is vague; and that the appointment could be for a three year term.

Motion by Alexander, Second by Nicol, to accept the recommendation from Director White and declare that incoming Region X Director, Laurie Darcus, will serve a three-year term on the IIMC Board of Directors.

Motion Carried Unanimously.

B. Region II Report on Region Director Representation (Jacobs)

Director Jacobs referenced the report provided in the Board's packet. She gave a brief summary of the issue, providing the history of how region directors are

appointed in Region II, noting that the issue is that the state of New Jersey has always had a Director from that State due to its membership size. She advised that it is now felt that each state in Region II should have equal ability to have a Region Director on the same basis. She advised the Board of the creation of ad hoc committee to study this issue; their findings; the vote on the issue by the committee; and the fact that there was no concrete resolution reached on the issue. She stated this was discussed at the 2010 business meeting for the Region; that there was a heated debate; and that most of the opposition to changing was voiced by the New Jersey members.

Director Jacobs noted that this issue was sent to the Policy and Review Committee who reported their findings that as a courtesy to everyone, the right thing to do was to allow more equal representation in the region by rotating directors from each of the states as they do in many other regions. They also determined, however, that this should be resolved within the region and within its own membership.

Director Jacobs commented that as a possible solution, she requested this issue be brought to the Board at this meeting and was asking the Board for consideration of the issue as a possible amendment to the IIMC Constitution.

President Elect Cassler stated she appreciated the work done on this and that it was her personal opinion that it has already been reviewed by the appropriate committee and that it needs to be resolved with the membership of its own region, not by the Board of Directors.

Member Warren advised that she is the current director from New Jersey and that when this issue was first brought to her and the region's attention, it was decided that the issue would be sent to the State Presidents for review and that the Region Directors would not participate. She noted that it had been discussed in length at the Region's business meeting, noting at no time was it the intent of the New Jersey members to disrespect the feelings of any other Region member. She noted that at that meeting it was agreed by everyone that the issue be sent to the IIMC Policy Review committee for review; that New Jersey did not have an issue with this being looked into; and that she has stayed neutral on this issue from the beginning.

Past President Reese commented that she was at the Region II business meeting when this issue came up; that she understands how it puts the Region in an uncomfortable situation but feels it is now putting the Board in an uncomfortable situation. She believes that somehow the Region members themselves need to resolve this issue on their own.

Vice President Nicol stated the constitution committee is the policy review committee, and that the issue has already gone there for review. She felt that each region has worked out the way in which they select their directors on their own and that she is not comfortable imposing something like this on 20 other region directors who sit on the Board who do not have this issue. She encouraged everyone in Region II to keep the dialog going on this matter to see what can be worked out.

Director Warren advised that New Jersey has not closed the door on this issue, noting that New Jersey is a team player and not a monopoly on issues. She agreed the discussion on the issue in the Region is not over; and that she intends to continue the dialog to see what can be worked out.

Director Kolacy noted the Board just adopted a strategic plan and that part of that plan was a survey on how they appointed region directors and that perhaps Region II could use the study data supplied in that report.

Director Small commented that Florida is the state with the most members in their Region but that it is still a matter of fairness for each state to have a turn at having a region director, thus they rotate.

Director Jacobs thanked the Board for their consideration; noting she appreciated the response of the policy review committee as well. She advised that it was good to hear from Director Warren that New Jersey is still open to further dialog on the issue and that they will continue to talk about this and study the issue within their own region.

C. Report from Other Directors:

Several other Region Directors reported on things happening within their Regions. Several noted that the membership was very pleased with the changes made to the Education Guidelines. Many of the outgoing Region Directors offered their thanks to other board members for their respect and friendship and moments shared on the Board of Directors.

Director Simmons commented on the opportunity to work with such a fine group of individuals on the Board and announced her retirement from the City of Henderson, NV, and of her new position as clerk for the City of Seattle, WA.

Director Hawker thanked Director Kolacy for her work as Director the past three years, advising that Pam had just been acknowledged as Clerk of the Year in her State.

Director White thanked the IIMC staff for their diligence and hard work, noting they had earned the utmost respect of the Board of Directors.

Director Lemoine thanked the IIMC for the increased attention given to Region X over the years, noting he is proud of the work of the Board and what they have accomplished over the last few years and announced that he is a candidate for IIMC Vice President for 2011.

Past President Reese noted this was her very last Board meeting, and thanked the Board for their support and the opportunity to serve Region III and the entire IIMC membership. She stated she has much respect for those who serve on this Board; and that the IIMC is a professional organization serving professional clerks and provides every opportunity for them to do well. She added that from all the troubles

and trials over the past few years, this has helped to make IIMC the better organization which it is today.

Vice President Nicol thanked everyone, noting the outgoing Board Directors; the work of Past President Reese and President Stratta, stating that the year ahead with President Cassler will be inspiring.

President Elect Cassler congratulated the Board on their hard work and dedication, adding she was hopeful they were all aware of the tremendous work accomplished here and at mid year.

President Stratta commented that it has been a tremendous honor for her to serve with each of the Board Members. She thanked the staff for being patient with her; she thanked recording secretary Kathy Dornan for her service; and noted she was very pleased to work with everyone here today.

Many Board comments were given to President Stratta for her dedication, being a tremendous leader, gracious, and a great ambassador for IIMC. She was prided for having grace under pressure, for being a true, Southern Belle, and for her kind and caring spirit for everyone. Acknowledgement was given for her positive attitude and recognition of her love for IIMC through her work and deeds.

President Stratta thanked everyone for the wonderful comments, noting that she is leaving the IIMC in great hands. She stated she was very proud of the Board; that they all stepped up to the plate, made tough decisions, got the job done, and listened to and made the members happy.

NEW EDUCATION DIRECTOR:

ED Shalby introduced the new Director of Education, Jane Long, to the Board. Ms. Long stated she was very excited to be chosen as the IIMC Director of Education; that she considers this a wonderful opportunity; that she loves working with clerks, and is looking forward to doing so on a full time basis beginning September 1st.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 3:30 p.m. (Pacific Standard Time).

Respectfully Submitted,

Mary Lynne Stratta, President

Kathryn A. Dornan, Recording Secretary