

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
November 6, 2015
Hilton Hotel ~ Seattle, Washington**

The board meeting was called to order at 2:17 p.m.

The following were in attendance:

President Monica Martinez Simmons, MMC
President Elect Vincent Buttiglieri, MMC
Vice President Mary Kayser, MMC
Immediate Past President Brenda Kay Young, MMC
Region I Directors: Carol Anderson, CMC; Julie Coelho, CMC
Region II Directors: Andrew J. Pavlica, MMC; Kimberly Rau, MMC
Region III Directors: Lynnette Ogden, MMC; Lisa Vierling, MMC
Region IV Directors: Mary Ann Hess, MMC; Diane Whitbey, MMC
Region V Directors: Lanaii Y. Benne, MMC; Mary Johnston, MMC
Region VI Directors: Pam DeMouth, CMC; Anne Uecker, MMC
Region VII Directors: Denise Chisum, MMC; Brian Ruch, MMC
Region VIII Director: Nancy Vincent, MMC
Region IX Directors: Alice J. Attwood, MMC; Tracy Davis, MMC
Region X Directors: Karla Graham, MMC; Debi Wilcox
Region XI Directors: Jaap Paans, MMC; Bruce Poole, MMC

Others present:

Colleen Nicol, MMC
Mary Lynne Stratta, MMC
Dale Barstow, MCEF
Stephanie Kelly, MMC
Roxanne Schneider, MMC
Debbie Burke, MMC
Executive Director, Chris Shalby
Office Manager, Denice Cox
Director of Member Services, Janis Daudt
Certification Manager, Ashley DiBlasi
Parliamentarian, Connie M. Deford
Administrative Coordinator/Secretary, Maria Miranda

Swearing in of Region I Director

Region I Director Julie Coelho was sworn in by President Simmons.

Agenda

Without objection, MCEF Report Update was moved to Item #6 and the Executive Session was moved to Item #7. The agenda was approved as corrected.

Consent Agenda

Director Paans moved to adopt the consent agenda, which included the following minutes:

Minutes of May 15, 2015 Board Meeting – Hartford, CT (as corrected)

Minutes of May 16, 2015 Board Meeting – Hartford, CT

Minutes of Annual Business Meeting May 20, 2015 – Hartford, CT

Minutes of Board Meeting Teleconference – September 22, 2015

MCEF Report Update

MCEF President/Past IIMC President Nicol presented the report and discussed the following:

- Existence of MCEF and the importance of contributing to the Foundation
- 2015 Expenses and Revenue
- Investing in MCEF planned giving – Legacy Program
- Ways the Marketing Committee can work to build upon the ways they fundraise
- State Associations should get involved by encouraging members at region meetings to donate to the Foundation.

Dale Barstow discussed the importance of encouraging all members to apply for scholarships. MCEF has region stipends and scholarship funds that go unused.

ED Shalby recommended that the Board create a Task Force and include IIMC's Education Department to study the MCEF scholarship process and to determine if there is a more beneficial way to distribute MCEF funds toward scholarships and education. He also suggested that the Task Force could come back with a report for the Board and MCEF at the conference in Omaha.

Past President Young moved to create a Task Force to review the scholarship process as recommended. **Motion carried.**

Guests and staff (except ED Shalby) were excused so that the board could go into executive session at 2:50 pm.

The meeting reconvened at 3:28 p.m.

Announcements

The breakfast on Saturday will be served from 7:30 – 8 a.m. The board meeting will reconvene at 8:30 a.m.

Those signed up for the tour and dinner were asked to meet in the lobby at 4:20 p.m.

Adjournment

On a motion by Director Pavlica, the meeting adjourned at 3:30 p.m.

Submitted by
Maria Miranda, Secretary

**International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
November 7, 2015
Hilton Hotel ~ Seattle, Washington**

The board meeting reconvened on Saturday, November 7 at 8:30 a.m.

The following were in attendance:

President Monica Martinez Simmons, MMC

President Elect Vincent Buttiglieri, MMC

Vice President Mary Kayser, MMC

Immediate Past President Brenda Kay Young, MMC

Region I Directors: Carol Anderson, CMC; Julie Coelho, CMC

Region II Director: Andrew J. Pavlica, MMC; Kimberly Rau, MMC

Region III Directors: Lynnette Ogden, MMC; Lisa Vierling, MMC

Region IV Director: Mary Ann Hess, MMC; Diane Whitbey, MMC

Region V Directors: Lanaii Y. Benne, MMC; Mary Johnston, MMC

Region VI Directors: Pam DeMouth, CMC; Anne Uecker, MMC

Region VII Directors: Denise Chisum, MMC; Brian Ruch, MMC

Region VIII Director: Nancy Vincent, MMC

Region IX Directors: Alice J. Attwood, MMC; Tracy Davis, MMC

Region X Director: Karla Graham, MMC; Debi Wilcox

Region XI Director: Jaap Paans, MMC; Bruce Poole, MMC

Others present:

Colleen Nicol, MMC

Stephanie Kelly, MMC

Roxanne Schneider, MMC

Debbie Burke, MMC

Dyanne Reese

Executive Director, Chris Shalby

Office Manager, Denice Cox

Director of Member Services, Janis Daudt

Director of professional Development, Dr. Jane Long

Certification Manager Ashley DiBlasi

CPA, Financial Consultant, Connie Parker

Parliamentarian, Connie M. Deford

Administrative Coordinator/Secretary, Maria Miranda

Executive Director Update

ED Shalby presented the report adding the following:

Building Update: In order to attract potential renters, IIMC will (a) reduce the square foot costs from \$1.35 to \$.99; (b) look into signage to place in front of the building; and (c) update the bathrooms on the first floor.

2015 Conference: Hartford will not meet projections and will realize a loss of \$24,203 by year-end 2015 due to:

- Conference revenue was less than 2014
- Utilized more funds for General Session speakers
- Audio visual was more costly than 2014
- Less than anticipated Delegate projections

2016 Conference: The preliminary program and registration form are posted on the IIMC website. Omaha is a great city, with everything being in walking distance of the hotel. We have contracted 500 rooms with the host hotel, the Hilton. IIMC will not incur attrition with the host hotel. We are projecting 625 Delegates/50 guests. The fees are \$600 early bird for Delegates and \$265 for Guests. Nebraska has cancelled their conference and encouraging members to attend the IIMC Conference in Omaha.

Education: ED Shalby recommends that we continue with the ERG through 2016 and reassess the Group's viability at next year's mid-year Board meeting. In response to a question raised by Director Paans, ED Shalby explained that Dr. Long and DiBlasi deal with the Institute Directors on a daily basis to gain direct input. Dr. Long added that the current process is to have ERG review as an advisory group and provide feedback; then it goes to all Institute Directors to get individual feedback and responses.

Director Uecker moved to approve keeping the ERG group in 2016. **Motion carried.**

Region XI Consultant: ED Shalby recommended we continue to employ Tom van der Hoven as an independent contractor and continue to evaluate this position annually.

Director Poole moved to continue employing Tom van der Hoven as an independent contract for Region XI and to evaluate the position annually. **Motion carried.**

Region X Affiliate Agreement: ED Shalby recommended that the Board accept the Alberta Association agreement and officially formalize it at the 2016 Conference in Omaha.

Director Ogden moved to accept the Affiliate Agreement as presented. **Motion carried.**

Strategic Objectives/Outline: ED Shalby recommended the Board accept the Strategic Objectives/Outline.

Director Paans moved to approve the Strategic Objectives Outline with staff to work on timelines with Board development prior to the Omaha conference to be on the strategic objectives.

Motion Carried.

Honorary Membership: ED Shalby recommended that the Board bestow IIMC Honorary Membership to Past President Helen Kawagoe, Carson, CA.

Past President Young moved to bestow Honorary Membership to Past President Kawagoe.

Motion Carried.

Board/Region XI International VIP Dinner: ED Shalby stated the VIP dinner was held on Saturday evening in Hartford but explained that holding the dinner on Saturday is not always to IIMC's advantage. Saturdays are usually busy nights with restaurants and finding accommodations and costs amenable to our budget is not always easy. He asked if the Board wanted to continue holding this dinner on Saturday or move it to Monday evening, which would compete with Region Dinners? ED Shalby also suggested if the dinner is kept on Saturday, it can be held in a ballroom at the hotel or the Convention Center.

Several Directors agreed that the dinner should be held on Saturday in order to continue having the Region Dinners, which are very informative/important to the membership.

Director Graham moved to continue the VIP dinner on Saturday. **Motion Carried.**

70th Anniversary in Omaha: ED Shalby asked that because it is IIMC's 70th Anniversary would the Board consider the following:

1. Invite all IIMC Past Presidents to the International VIP dinner
2. Waive conference registration fee of \$195 to only retired Past Presidents who would like to attend. This would be a one-time invite to celebrate IIMC's Anniversary.

Director Poole moved to accept both recommendations. **Motion carried.**

Study Abroad: ED Shalby presented the report and stated that although there has always been good participation, liability issues are present. He recommends that the Board adopt the policy submitted by the Policy Committee at the 2015 Board meeting with Management's changes regarding Program development, Program coordinator, funding, and Board involvement. At their discretion, the Board can always choose whether or not to hold the Study Abroad Program. ED Shalby clarified that IIMC is not covered under its general liability policy regarding tours. Most tour operators carry insurance but it only covers their company.

The report and policy were accepted as presented

EDUCATION DEPARTMENT REPORT

Certification Manager DiBlasi presented the report and stated we will be bringing back the conference app as well as the desktop version for 2016. Upgrades have been done to the app and new features have been added, such as the ability to communicate with the delegates onsite by providing notifications directly to the delegate phones in case of schedule changes, meeting running late, etc.

Learning Management Systems: Dr. Long stated that after researching several online course platforms, the Education Department narrowed it down to two online Learning Management Systems that could potentially meet our online learning needs; these are Schoology and Digital Chalk. She stated that we will most likely be going with Digital Chalk which is easier to work with and lower in cost.

2014 Institute Annual Reports: DiBlasi stated that out of 47 approved Institute programs, the Education Department has received only 34 Annual Reports. As of now, the department has not received five Annual Reports from Regions I through IX. All Institute Directors have been contacted and notified of their overdue reports. DiBlasi stated that the reports are much needed

and helpful when answering questions to new members, especially regarding certification. It was requested that Region Directors be made aware of Institute Directors who are not complying with the Annual Report deadline.

Verification: DiBlasi stated that the review time is currently 2 weeks and that since the Annual Board Meeting in May 2015, we have awarded 130 CMC and 43 MMC designations. Also, since the Board Meeting in May 2015, we have certified 7 new international members from Canada and The Netherlands

The report was received with approval.

RECESS

The Meeting recessed at 10:16 a.m. and reconvened at 10:29 a.m.

COMMITTEE REPORTS

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

ELECTIONS

Report was accepted as presented by Director Hess. ED Shalby stated that the Committee will be more involved in the second half of their term as they will vet election ballot for a potential Vice President Election and, possibly, Constitution amendments presented at the Annual Business Meeting in Omaha.

LEGISLATIVE

Report was accepted as presented by Director Uecker.

MEMBERSHIP

Report was accepted as presented by Director Pavlica.

MENTORING

Report was accepted as presented by Director Whitbey.

RECORDS MANAGEMENT

Report was accepted as presented by Director Ruch.

RESEARCH AND RESOURCE

Report was accepted as presented by Director DeMouth. ED Shalby stated that we are continuously building our online resource library and are always looking for new and relevant materials for our members. He also stated the Resources Section on the IIMC website is being updated by Office Manager Cox.

BUDGET AND PLANNING

Without objection, Vice President Kayser's motion to postpone the report to the first item under Financials, Item 12, was approved. .

CONFERENCE

Director Ogden presented the Report. ED Shalby stated that Management agrees with the Committee's recommendation to limit fundraising efforts to MCEF and the incoming future conference city. This will help considerably as Delegates will not be bombarded with various requests for fundraising. The host committee will be offered a booth or table by the registration area if they need it to "sell" off extra inventory. ED Shalby also stated we will do our best to announce any fundraising ahead of time in order to help coordinate activities between MCEF and the future host committee.

Director Uecker moved to approve the report as presented. **Motion carried.**

EDUCATION/PROFESSIONAL DEVELOPMENT

Directors Johnston and Davis presented the Report. Director Davis stated that the Committee has been working with Dr. Long in reviewing and providing feedback to proposal presented. The recommendations of each proposal are provided as follows:

- (a) Contact Hour Definition 50/10 – unanimously supported;
- (b) Alternative Learning Methodologies Policy – unanimously supported developing new guidelines;

- (c) Online Learning Definitions – unanimously supported, with the understanding “interactive” and “non-interactive” webinars will be better defined and provided to the Committee for review;
- (d) Institute Guidelines – supported, with one concern for allowing surveys and interviews as part of the pre-work; and
- (e) Education Guidelines – unanimously supported

Director Davis stated that the Committee did not approve the Alternative Learning and Online Learning recommendations submitted by the Education Department. ED Shalby recommended adopting the Committee's recommendation regarding the Alternative Learning Methodologies Policy and the Online Learning Definitions and revise the Guidelines to support those two areas.

Director Graham moved to refer the Alternative Learning and Online Learning recommendation go back to Staff who will work with the Committees and present a report at the May 2016 Board Meeting. **Motion carried.**

INTERNATIONAL RELATIONS

Director Paans presented the Report. ED Shalby made the following comments:

- The Symposium will be held in June of 2016 with the theme of “Broadening Horizons”
- The 2015 Study Abroad was successful with 19 participants

POLICY

Director Chisum presented the Report. ED Shalby made the following comments:

- Management is working on the IIMC Logo's dos and don'ts policy
- Quill award scoring sheet is being reviewed by a subcommittee of the Policy Committee. Once that is final, the scoring sheet will be forwarded to the Board for their information and approval.

Past President Young moved to approve the Policy Report as presented. **Motion carried.**

PROGRAM REVIEW & CERTIFICATION

Director Attwood presented the report.

Director Ogden moved to accept the report as presented. **Motion carried.**

PUBLIC RELATIONS & MARKETING

Director Benne presented the Report.

Director Wilcox moved to accept the report as presented. **Motion carried.**

CONSTITUTION TASK FORCE

It was noted that President Simmons will be appointing a replacement for Stephanie Kalasz, who is now retired, on this task force. ED Shalby presented the report which included the following suggestions for Board consideration and discussion:

- 1) That Article VIII, Section 1 – be expanded to qualify state association presidents who have attended several IIMC Conferences to run for Vice President rather than restricting eligibility to candidates with 3 years of IIMC Board experience. State Association presidents bring experience of having served on their state executive boards. This could possibly allow for additional candidates and elections with more than one or two candidates.
- 2) Eliminating Section B.2. Article XIV would eliminate last minute changes to the Constitution. Board members would not be blindsided at the Annual Meeting. Proposed amendments would be presented to the entire membership in a more orderly fashion for consideration in a timelier fashion by the Board of Directors and the entire membership.

The following comments were made:

- During the discussion, it was agreed by most Board members agree that Suggestion #1 is not a realistic approach.
- ED Shalby stated that the initial issue was about the Region rotation. The task force held a teleconference but not all members participated.
- President Simmons stated she would like the task force to concentrate and address the items specifically referred.

Director Uecker moved to refer this issue back to the Constitution Task Force. **Motion carried.**

RECESS

The meeting recessed at 12:13 p.m. and reconvened at 1:37 p.m.

FINANCIALS

Vice President Kayser presented the Committee Report. She stated that the Budget Committee is comfortable with the projected numbers for 2016 and are working to mitigate and avoid a deficit in the future.

ED Shalby stated that we are looking at possible income with the addition of a renter, education programs, and conference.

The Budget for 2015 and Projected Budget for 2016 report were presented by Connie Parker, IIMC's Financial Consultant. The following comments were made:

- ED Shalby stated that Board members should have received Form 990 for review; these forms are to be filed with the IRS and State of California. He and Parker will be working together in the near future to implement new financial governance policy regarding these forms, conflict of interest, etc., and is looking forward to recommending these new policies to the Budget Committee.
- Vice President Kayser stated that these forms have always been filed, but now they should be reviewed by the Board in order to stay in compliance.

Director Uecker moved to accept the budget report as presented. **Motion carried.**

STAFF REPORTS:

Communications: The report was accepted as presented by ED Shalby.

Membership: The report was accepted as presented by Membership Director Daudt. She informed the Board that Member Services has had two successful Member Drives and stated the following:

- In 2012 the large municipality drive brought in 364 new members

- In 2013 the small municipality drive brought in 205 new members
- In 2016 IIMC will be creating a Member Drive to market to County Clerks and Special Districts and thereby introducing the “IIMC Membership Value and Customer Service” theme to 4,000 Counties and Special Districts.
- Member Services has received approval from the Research/Resource Committee to send the 2016 Salary Survey. It was sent to all Full and Additional Full Members in October.
- It was requested that Member Services provide all Region Directors with a list of Member Drive name and address list. Director Daudt agreed to provide Region Directors with the information.

CONFERENCE UPDATES – ED Shalby

2016 Omaha, NE

- Omaha is a nice city and should work well for the conference
- Airport is less than 10 minutes away
- Host hotel is the Hilton; it has complimentary shuttle to and from the airport and to the nearby Old Market Square where there are 80-100 restaurants and shops

2017 Montreal, Canada

- Montreal is a stunning city
- The host hotel is the Hilton with a room block of 350
- 2-hour train ride from Quebec

2018 Norfolk, VA

- Host hotel is the Marriott
- The overflow hotel is the Sheraton which will also have 50% attrition

2019 Birmingham, AL

- Birmingham is a great city
- The host hotel is the Sheraton
- Great Host Committee

2020 ANNUAL CONFERENCE SITE SELECTION

Handouts were distributed and ED Shalby presented the overview of the three anonymous bidding cities. After the presentation, the Board voted unanimously for City A, St. Louis, MO.

REPORT FROM DIRECTORS

- Each Region Director reported on activities in their region and announced upcoming meetings and events.
- President Simmons and Dr. Long presented a slide show of the IMASA, South Africa, conference they attended in October of this year.

Diversity and IIMC: President Simmons asked if anyone had comments or questions regarding this issue.

- ED Shalby stated that “When Values Clash with Our Professional Duties” will be a session offered at the Omaha Conference.
- President Simmons stated she would like to have a Task Force to (1) identify what diversity means to IIMC; (2) what would IIMC need to address specifically; and (3) what would be IIMC’s objectives.

Without objection, President Simmons will work with staff to begin identifying a Task Force.

ADJOURNMENT

With no further business, the meeting was adjourned at 5:26 p.m.

Maria Miranda, Secretary