

Board of Directors' Meeting Minutes
Thursday, November 21, 2019

IASB Board of Directors' Meeting
The Hyatt Regency, Chicago, Illinois

Present:

Joanne Osmond	President	Lake Villa
Thomas Neeley	Vice President	Morton
Phil Pritzker	Immediate Past President	Wheeling
Alva Kreutzer	North Cook	Elk Grove Village
Bill Alexander	Abe Lincoln	New Berlin
Carla Joiner-Herrod	West Cook	Broadview
Chris Buikema	Northwest	Rock Falls
David Rockwell	Blackhawk	Rock Island
Dennis Inboden	Wabash Valley	Robinson
Lanell Gilbert	South Cook	South Holland
Linda Eades	Treasurer/Kaskaskia	Hettick
Marc Tepper	Lake	Buffalo Grove
Mark Christ	Southwestern	O'Fallon
Mark Harms	Corn Belt	Flanagan
Michelle Skinlo	Illini	Mattoon
Rob Rodewald	Three Rivers	Bourbonnais
Robert Geddeis	Kishwaukee	Rockton
Sheila Nelson	Shawnee	Cairo
Simon Kampwerth	Starved Rock	Peru
Thomas Ruggio	DuPage	Woodridge
Tim Custis	Central Illinois Valley	Washington
Tracie Sayre	Two Rivers	Arenzville
Sue McCance	Western	Cuba
Travis Cameron	Egyptian	Bluford

Absent:

Jason Vogelbaugh (Ex-Officio)	Service Associates Representative	Champaign
Recording Secretary		Chris Montrey

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Introductions and Announcements

President Joanne Osmond called the meeting to order at 3:00 p.m. She welcomed the Board of Directors to the November 2019 meeting and the Joint Annual Conference.

Osmond stated that this is her last meeting as President and that she has been honored to work with all the members of this Board.

Each Board of Director introduced themselves and a thank you was given from Osmond to Dennis Inboden for the candy that was distributed to the Board of Directors.

Additions to and Approval of Agenda

President Joanne Osmond asked if there were any additions to the agenda.

No additions were added to the November 21, 2019 agenda.

Action: Phil Pritzker moved, seconded by Tom Neeley, to approve the November 21, 2019 meeting agenda as presented; motion carried.

Approval of August 24, 2019 Board of Director Meeting Minutes

President Joanne Osmond asked if there were any changes to the August 24, 2019 Board of Directors' meeting minutes.

No changes were recommended.

Action: Simon Kampwerth moved, seconded by Chris Buikema, to approve the August 24, 2019 Board of Directors' meeting minutes as presented; motion carried.

Approval of Consent Agenda

President Joanne Osmond asked if any Board member would like to remove any items from the consent agenda.

No items were removed from the consent agenda.

Action: Sue McCance moved, seconded by Rob Rodewald, to approve the Consent Agenda (President's Report; Executive Director's Report; October 4, 2019 Executive Committee Meeting Minutes; FY 2020 Membership Report; and Meeting Process Debrief) as presented; motion carried.

Nominating Committee Report

Immediate Past President and Chair of the Nominating Committee Phil Pritzker stated that the Nominating Committee met on August 24, 2019 at the conclusion of the Board of Directors' meeting and interviewed candidates for the President and Vice President positions.

The Nominating Committee is recommending Tom Neeley for President and Simon Kampwerth for Vice President for the slate of officers to be elected upon at the Delegate Assembly on November 23, 2019. Pritzker thanked the members of the Nominating Committee for their time during this process.

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Action: Phil Pritzker moved, seconded by Michelle Skinlo, to approve the Nominating Committee recommendation for the officer slate for election at the 2019 Delegate Assembly to be Tom Neeley as President and Simon Kampwerth as Vice President.

ACTION AGENDA ITEMS:

Annual Work Calendar Approval

Consultant Angie Peifer reviewed the calendar stating that no new changes have been made since the August Board of Directors' meeting.

No changes were recommended to the Governance Work Calendar.

Action: Mark Harms moved, seconded by Tim Custis, to approve the Annual Work Calendar as presented, motion carried.

Board Self-Evaluation Summary Report Review

Consultant Angie Peifer reviewed the policies that were evaluated at the Board Self-Evaluation which took place on August 23. She stated that for the Board Self-Evaluation, the Board needs to review each policy as a "whole" and not "individually" as this is where inconsistencies may appear.

Peifer stated that the process may change for next year to include feedback from the Board of Directors, preferably a written rationale, for any "not in compliance" answers.

Action: Rob Rodewald moved, seconded by Simon Kampwerth, to approve the Board Self-Evaluation Report as presented, motion carried.

Governance Policy – Board/Executive Director Relationship – B/EDR-4

Consultant Angie Peifer stated that the change that is being recommended to B/EDR-4 is due to the changes previously made on the work calendar regarding the timing of the Executive Director's evaluation and the Board Self-Evaluation. This change will keep the policy exhibit consistent with the calendar.

Action: Dave Rockwell moved, seconded by Tracie Sayre, to approve B/EDR-4 as presented.

Policy Monitoring – Governance Culture

Consultant Angie Peifer stated that there have been no changes to the following Governance Culture or Result Indicators. Peifer informed the Board that General Counsel reviewed all the RLS's.

No comments or recommended changes were made to GC-4, GC-7, and GC-8.

Governance Policy Review – Board/Executive Director Relationship

No comments or recommended changes were made to B/EDR-1.

Governance Policy Review – Required Legal Supplement: 990

No comments or recommended changes were made to RLS-1, RLS-2, RLS-3, and RLS-4.

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Action: Tom Ruggio moved, seconded by Chris Buikema, to approve GC-4, GC-7, GC-8, B/EDR-1, RLS-1, RLS-2, RLS-3, and RLS-4 as presented.

Monitoring Reports – Operational Expectations

Executive Director Tom Bertrand reviewed the Operational Expectations asking for any questions or comments after each.

OE-5 – Bertrand stated that this expectation reviews staff compensation and benefits. He noted the chart of salaries and benefits and stated that he uses resources from NSBA and other state associations as a benchmark for compensations.

No comments or recommended changes were received from the Board of Directors.

OE-10 – Bertrand stated that the IASB Service Associate program is what is detailed in this expectation. He reviewed the criteria of a company to become a service associate and stated that there are currently 69 IASB Service Associates.

No comments or recommended changes were received from the Board of Directors.

Action: Simon Kampwerth moved, seconded by Bob Geddeis, to approve OE-5 and OE-10 as presented and in full compliance.

Result Performance Indicators – Results – R-4

Executive Director Tom Bertrand reviewed Result Indicator R-4 noting the following items:

- IASB Service Associates Program – Bertrand reviewed the criteria for the Service Associates program.
- Illinois Council of School Attorneys (ICSA) – There are 255 members of ICSA who serve on the IASB **PRESS** Advisory Board.
- Royalty Partners – Bertrand reviewed the list of Royalty partners and the revenue received from these programs. He reviewed the budgeted revenue amounts and how these amounts are determined.
- Engage 21 – Bertrand stated that he is pleased with the work of the Field Services directors as 17 of the 21 divisions have been contacted on this outreach program. He stated that the scorecard at the end of the Strategic Plan is now connected to the Result Indicators
- Governmental Relations Department – Bertrand reviewed the Snapshot of the Spring Legislative Session chart found in the result indicator.

No recommended changes were suggested by the Board of Directors.

Action: Mark Christ moved, seconded by Bill Alexander, to approve R-4 as presented, motion carried.

Ad hoc Investment Policy Committee Update and Investment Policy Approval – OE-8E1

Executive Director Tom Bertrand reviewed the Investment Policy and Procedures stating that this policy will become part of the Governance Policy OE-8 as an exhibit.

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Bertrand thanked the *Ad hoc* Investment Policy Committee, Treasurer Linda Eades, and Chief Financial Officer Jennifer Feld for their time spent on this policy.

Bertrand stated that this policy includes diversification of investments, investment monitoring, duties and responsibilities of all who are involved with IASB investments, ethics, and indemnification. He stated that it is important to have a policy in writing detailing the investment process and procedures for IASB.

Bertrand stated that this policy should be reviewed after the second year of establishing and then again every five years, however, it may be reviewed more often if necessary.

Some of the Committee members gave feedback stating that IASB investments are going well and that IASB should have a policy in place to clarify the process, the Committee worked well together and the members were well engaged.

Action: Tim Custis moved, seconded by David Rockwell, to approve OE-8E1, the Investment Policy and Procedures, as presented; motion carried

IASB Membership Dues Update

Executive Director Tom Bertrand reviewed the membership dues report stating that the objective of this new dues formula was to simplify the formula, utilize the data available under the state funding model, provide better transparency, establish a cap on the annual percentage increase, have consideration for larger paying districts, and not jeopardize IASB financial stability.

Bertrand continued to review the dues formula in detail and noting the chart found in the report. He stated that he recommends that there will be no percentage increase for FY21 and explained the levels of school districts due to enrollment.

Discussion took place regarding specific districts and the amount of dues paid under the new formula. Bertrand stated that the cap for maximum increases is four percent for each enrollment level; however, each level may have a different percentage increase for any given year.

Bertrand commended Chief Financial Officer Jennifer Feld for her work and time on this new dues formula.

Action: Carla Joiner-Herrod moved, seconded by Dennis Inboden, to approve the new IASB dues formula presented in the report, motion carried

BOARD LEARNING:

FY19-20 Budget Update and Financial Report

Treasurer Linda Eades reviewed the October Financial Report stating that the cash position is above the mandated cash floor. She reviewed investment amount and dividends received for the year. Eades also

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stated that expenses incurred for the year included **PRESS** Plus software program and carpet replacement for the Springfield office.

Executive Director Tom Bertrand stated that deferred revenue was due to timing of membership dues and fees that have not yet been received. The Policy department has changed their billing cycle for members to a fiscal year which will reflect on school districts' budgeted year.

NSBA Governance Review Committee Update and IASB Policy Review Committee Update – NSBA Constitution Amendment Proposals Update

President Joanne Osmond reviewed the policy work of NSBA and explained the constitutional changes that have been submitted to NSBA.

Vice President Tom Neeley reviewed the recommended changes to the NSBA Constitution and changes that were made from the Central Region associations.

Discussion took place regarding other changes to the NSBA Constitution from different state associations and how they would affect Illinois districts.

Osmond reviewed some of the issues facing NSBA stating that NSBA's purpose statement is one focus and explained the composition of the NSBA Board of Directors. She stated that state executive directors only are allowed one seat on their Board.

The Board of Directors thanked Osmond for being an advocate to Illinois during this process.

IASB Resolutions Committee Report

Vice President Tom Neeley reviewed Resolutions Committee report stating that a meeting will be held on November 22. Neeley stated that IASB staff have worked hard to make sure the Delegate Assembly runs smoothly.

Deputy Executive Director Ben Schwarm reviewed the resolution appeal that was received and the media coverage for the Delegate Assembly.

Legislative Report

Deputy Executive Director Ben Schwarm gave a legislative report stating that there were not many vetoes during the veto session.

Schwarm reviewed the following:

- SB10 – paraprofessional requirements changed to an associate degree or at least 60 semester hours of credit of higher education.
- SB1557 – a trailer bill for the recreational cannabis bill not allowing smoking of cannabis in public areas.
- SB1784 – new regulation for school districts regarding communication to bargaining units and the restriction of communication with employees.
- School Construction Task Form – first meeting for task force was November 19.

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A discussion took place regarding isolation rooms in school districts and the consolidation of police and fire pension.

IHSA Report

Mark Harms stated that Chicago Public School districts' strike had an impact on IHSA. He reviewed what might be included on their ballot for IHSA's next Town Hall meeting such as separate divisions for boundary and non-boundary schools, reverse decision on football divisions, and changing of the football playoff schedule.

IHSA is currently taking applications from prospective hosts of the state basketball finals.

2019 Joint Annual Conference Update – *Transform Vision into Realty*

Mark Harms and Dave Rockwell reported on the 2019 Joint Annual Conference. Rockwell stated that he appreciated the opportunity to serve as a Conference Co-Chair. He reviewed detailed information including hotel meetings, Conference registration, exhibit hall, housing, Administrative Professional Programs, School Safety and Security Seminar, and Pre-Conference Workshops.

Mark Harms reviewed the IASA and Illinois ASBO panel sessions, Delegate Assembly, General Session speakers, Conference app, WiFi, and Bookstore hour.

Harms stated that it was a good experience for him to see how Conference was run and how staff members look at the overall areas of the Conference.

IASB Strategic Priorities Update

Executive Director Tom Bertrand reviewed the Strategic Priorities including Conference registration, online feedback for new website, staffing in the Communication department, Engage 21, workshops including Collective Bargaining Workshops, and **PRESS** webinar. He noted the new addition on the scorecard to reference which operational indicators state evidence of results.

Engage 21 Outreach Program Update

Executive Director Tom Bertrand stated that he has reported previously during the meeting on Engage 21 and he has no additional information to share.

Staffing Update

Executive Director Tom Bertrand reviewed the staffing update stating that Emily Tavernor started on September 23 as policy administrative assistant.

Fall Division Meeting Schedule Review

Executive Director Tom Bertrand reviewed the fall meeting schedule stating that he received good feedback regarding the Fall Division Meetings.

Bertrand stated that he appreciates all the Board of Directors' and Division Officers' involvement with the division meetings.

Vision 20/20 Update

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Executive Director Tom Bertrand stated that the Alliance Executives will be having a phone conference meeting soon.

NSBA Central Region Fly-In Meeting

Executive Director Tom Bertrand stated that the Central Region Fly-In meeting went well and he appreciates the time he shares with the Central Region Executives.

OTHER:

Review Issues Pending and Confirm Decisions Made

Administrative Assistant Chris Montrey reviewed all items that had Board approval.

Confirm Future Meeting Dates and Time

President Joanne Osmond confirmed the future meeting dates for the Board of Directors stating that the next meeting will be the reorganizational meeting on Sunday, November 24.

Meeting Process Debrief

Consultant Angie Peifer led a plus/delta meeting review with the Board of Directors.

President Joanne Osmond presented Immediate Past President Phil Pritzker a gift of appreciation for his service to the IASB Board of Directors.

Pritzker spoke about his experience with IASB and what an incredible journey it has been for him.

Additional Information

Additional information included in the packet were Bookstore Preview, Board of Directors' JAC Info Center Greeter Schedule, Mentor/Mentee list, IASB Board of Directors' Future Meeting Dates, 990 Tax Form, Direct Deposit Authorization Form, IASB Annual Report of Services for FY2019, IASB Organizational Chart, Board of Directors' Expense Guidelines, 2020 NSBA Advocacy Institute, 2020 NSBA Annual Conference, 2020 NSBA Summer Leadership Seminar, and President Joanne Osmond's Reception Invitation.

Adjournment

Action: Motion was made and seconded to adjourn the meeting; President Joanne Osmond adjourned the meeting at 5:30 p.m.; motion carried.