

# Board of Directors' Meeting Minutes

Sunday, August 23, 2015

## IASB Board of Directors Meeting

### Hyatt Regency Chicago

#### Present:

Karen Fisher .....	President .....	Marseilles
Phil Pritzker .....	Vice President .....	Wheeling
Carolyn Brooks .....	Immediate Past President .....	Noble
Ben Andersen .....	Northwest Division .....	East Dubuque
Mark Christ .....	Southwestern Division .....	O'Fallon
Linda Eades .....	Kaskaskia .....	Hettick
Dale Hansen .....	Treasurer / Three Rivers .....	Grant Park
Mark Harms .....	Corn Belt .....	Flanagan
Dennis Inboden .....	Wabash Valley .....	Robinson
Carla Joiner-Herrod .....	West Cook .....	Broadview
Simon Kampwerth .....	Starved Rock .....	Peru
Sue McCance .....	Western .....	Cuba
John Metzger .....	Egyptian .....	Benton
Tom Neeley .....	Central Illinois Valley .....	Morton
Joanne Osmond .....	Lake .....	Lake Villa
Roger Pfister .....	Shawnee .....	Murphysboro
David Rockwell .....	Blackhawk .....	Rock Island
Thomas Ruggio .....	DuPage .....	Woodridge
Jesse Ruiz .....	Chicago Board of Education .....	Chicago
Denis Ryan .....	South Cook .....	Orland Park
Michelle Skinlo .....	Illini .....	Mattoon
Barbara Somogyi .....	North Cook .....	Elk Grove Village
Lisa Weitzel .....	Abe Lincoln .....	Springfield

#### Absent:

David Barton .....	Two Rivers .....	Nebo
Glen Eriksson ( <i>Ex-Officio</i> ) .....	Service Associates Representative .....	Grayslake
Mary Stith .....	Kishwaukee .....	Geneva

Recording Secretary ..... Chris Montrey

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## **Introductions and Announcements**

President Karen Fisher called the meeting to order at 12:55 p.m. on Sunday, August 23, 2015. She then welcomed the new Directors: Mark Christ (Southwestern Division), Carla Joiner-Herrod (West Cook), David Rockwell (Blackhawk), Dennis Inboden (Wabash Valley) and Denis Ryan (South Cook).

## **Additions to and Approval of Agenda**

**ACTION:** Ben Andersen moved, seconded by Simon Kampwerth, to approve the August 23, 2015 meeting agenda as presented; motion carried.

## **Approval, BOD Meeting Minutes — May 2, 2015 Minutes**

**ACTION:** Sue McCance moved, seconded by Linda Eades, to approve the May 2, 2015 Board of Directors Meeting minutes as presented; motion carried.

## **Approval, Consent Agenda**

**ACTION:** Tom Neeley moved, seconded by Michelle Skinlo, to approve the Consent Agenda (President's Report; Executive Director's Report; FY 2016 Membership Report; Plus/Delta History; and the July 10, 2015, Executive Committee Meeting minutes) as presented; motion carried.

## **Monitoring Reports — Operational Expectations**

Executive Director Roger Eddy reviewed OE-1 (Global Operational Expectation), OE-2 (Emergency Succession), OE-7 (Financial Administration), and OE-9 (Communicating with the Board). He stated that the only change since the Executive Committee meeting was the addition to OE-7 of the actual surplus estimated amount in evidence offered #7.

**ACTION:** Thomas Ruggio moved, seconded by Mark Harms, to approve as fully compliant OE-1, OE-2, OE-7, and OE-9 as presented; motion carried.

## **Result Indicators**

**R-3:** After a brief discussion among the Board of Directors, it was agreed upon that Executive Director Roger Eddy would change wording in his interpretation in #2 to "parent teacher groups" instead of "Parent Teacher Association."

**R-4:** After discussion around governance statement in #1, it was recommended to bring this new wording: "Realize benefits through the use of IASB sponsored programs for products and services" to the Executive Committee meeting in the future.

**ACTION:** Simon Kampwerth moved, seconded by Michelle Skinlo, to approve amended R-3 and R-4, motion carried.

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## **Board Goals and Action Plan**

Goal #3 and #4: Board Development Consultant Angie Peifer stated that Board Goals 3 and 4 were discussed at the business meeting the previous evening and that no changes were recommended. There will be future meetings of these ad-hoc committees.

## **Governance Policy Review — Governance Cultures**

GC-1: Board Development Consultant Angie Peifer reviewed with the Board of Directors the language of governance policies that was accepted at the Executive Committee meeting on July 10, 2015 and discussed at the business meeting the previous evening.

GC-2: Ms. Peifer noted changes that were discussed from the previous evening in paragraphs 2 and 3.

Paragraph 2 changes would now read as follow:

“The Board will assure that IASB Directors are provided with training and professional support necessary to govern effectively, offered new board member orientation to IASB governance prior to their first board meeting, and assigned a mentor during the first year of a Director’s term.”

Paragraph 3 changes would now read as follow:

“To ensure that the Board’s business meetings are respectful, encourage trust and are conducted with maximum effectiveness and efficiency, IASB Directors will be expected to:

- a) Attend an IASB governance orientation session prior to their participation in board meetings.

GC-3: Ms. Peifer reviewed changes that were discussed at the work meeting from previous evening.

GC-6: No changes were made.

**ACTION:** Ben Andersen moved, seconded by Linda Eades, to approve Governance Policies GC-1, GC-2, GC-3, and GC-6 with modifications as presented; motion carried.

## **Governance Policy Review — Board/Executive Director Relationship (REVIEW)**

B/EDR-3 and B/EDR-4: No changes were recommended.

**ACTION:** Michelle Skinlo moved, seconded by Tom Neeley, to approve Board/Executive Director Relationship #3 and #4 as presented; motion carried.

## **June 2015 Financial Report**

Treasurer Dale Hansen reviewed the correlation of various financial reports and explained that each report is the statement of a financial position as of the last day of the month. He also reminded the new Board of Directors that important terms can be found in the report.

Treasurer Hansen stated that April historically is the month that we come closest to the required cash floor. There were several questions from new directors about our revenue and expense cycles. Jennifer Feld, CFO, explained yearly expenses and months that revenue seems to be the highest due to conference and member dues registration.

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## **June 2015 Financial Report (continued)**

Treasurer Hansen continued his review of the June 2015 financial statement. He mentioned that the IASB investment portfolio value dropped in June. However, there was a turnaround as of July 2015 financials, which will be noted at the next meeting. An increase of \$72,000 in portfolio value took place in July.

## **Receipt and Approval of FY 2014-15 Audit Report**

Treasurer Dale Hansen reviewed information that was shared at the Audit Committee meeting held August 22, 2015. One item highlighted was the increase of Health and Medical expenses due to higher medical claims this year. (IASB is self-insured.) The Technology Implementation project along with software upgrades and corresponding costs in Contractual Services associated with technology implementation project created additional expenses in FY15. Budget expenses for FY15 were surpassed only by 1.3%. Treasurer Hansen credited Mr. Eddy and the staff for such good control over the expenses.

A discussion took place regarding the bid cycle of choosing an audit firm. There was a question whether our current auditor rotates different individuals from their firm to complete the audits since IASB has used this firm the last few years. Jennifer Feld, CFO, stated that we solicit and accept bids from auditor firms every 4 years. Mrs. Feld also stated that we have used the current firm the last 6 years and they have had 3 new staff members rotate into the audit process.

**ACTION:** Chair Dale Hansen moved, no second needed, to approve the FY 2014-15 Audit Report as presented; motion carried.

## **Board Self-Evaluation Results**

Angie Peifer informed the Board that the total scores from the Board Self- Evaluation Results have been compressed into a report and included in the Board packet. There were no comments or additions made.

## **Committee Assignment**

President Karen Fisher designated IASB delegates to the NSBA National Conference: Phil Pritzker, Joanne Osmond, Karen Fisher, and Jesse Ruiz. Also appointed as alternates: Simon Kampwerth and Linda Eades.

## **2015 Conference Committee Report-Ready, Set, Lead**

Lisa Weitzel updated the Board of Directors regarding the upcoming November Joint Annual Conference. Ms. Weitzel stated that there have been to date 4,000 paid registrations, 148 Board Secretary pre-conference workshop registrations and 208 exhibit booths sold. These numbers are slightly ahead of comparable registration numbers a year ago. IASB will be piloting a learning lab in the Exhibit Hall this year at the Joint Annual Conference and there will be four Chicago school tours again this year.

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## **Resolution Committee Report**

Vice President Phil Pritzker stated what an extremely worthwhile experience it has been for him to be part of the Resolutions Committee process. Six resolutions were brought to the July 31, 2015 committee meeting. Out of the six, four were recommended to be adopted and two to not be adopted. Minutes from the July 31, 2015 meeting were included in the packet.

President Karen Fisher encouraged any Board Member who may be interested in the Resolution Committee process to come to the next meeting. Directors may attend the meeting but at their own expense.

## **IHSA Report**

Mark Harms informed the Board of Directors that the current IHSA Executive Director, Marty Hickman, will be retiring. His replacement will be Craig Anderson.

Mr. Harms stated that there have been more restrictions placed on physical contact in football. Senate Bill 7 established limitations to decrease the amount of concussions.

He also stated that IHSA supports activities other than athletics, such as Scholastic Bowl, journalism, and bass fishing, to name a few.

## **Legislative Report**

Deputy Executive Director Ben Schwarm provided a legislative update. Mr. Schwarm stated that because of the budget stalemate the General Assembly remains in a continuous session. He explained that two areas that would have pressured the parties to come to an agreement; the first being that schools cannot open for the school year due to a lack of education budget, and the second being that state employees would not be paid, were both resolved. Many believe a new budget may not be passed until late in the year.

Mr. Schwarm also touched on other bills that have been passed such as the Vision 20/20 bill (HB2657) which will make it easier for qualified teachers from other states to teach in Illinois. Another successful Vision 20/20 initiative (HB2683) will begin the process of establishing a balanced state accountability method for school districts.

He also further reviewed Senate Bill 7, which deals with student concussions. This new public act contains a new requirement that districts establish concussion oversight panels which include medical personnel and coaches. IASB Government Relations staff is working on agreements that will delay the effective date to allow districts time to comply.

## **Service Associates Report**

President Karen Fisher, in the absence of Service Associate Representative Glen Eriksson, asked for any questions or changes to the Service Associates Report. No changes or comments were made.

**ACTION:** Michelle Skinlo moved, seconded by Sue McCance, to issue invitations to the three firms in the Service Associate Report, motioned carried.

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## **Royalty Program Update (BuyBoard, NaviGate, Wcsit, ISEBC & MSEBP)**

Executive Director Roger Eddy reviewed various royalty programs including NaviGate and WCSIT.

## **2016 Conference Registration Fee**

The 2016 Conference Fees were reviewed. This year's conference fees reflect a 4% increase per policy. The 2016 Conference Fees are set at \$440.00.

## **Vision 20/20 Update**

Executive Director Roger Eddy provided the Board with a Vision 20/20 update. Vision 20/20 is doing very well and has had some press coverage due to the launch of Vision 20/20's 21st Century Learning Center on iTunes. The iTunes launch included State Superintendent Tony Smith and Secretary of Education Beth Purvis.

## **Staffing Update**

The Executive Director stated that there have not been additional changes to the Staffing Update provided in the packet. Karen Johnson started her position to replace Marge Reavis as Assistant Business Manager. Many long term employees recently finished their service with IASB. Mr. Eddy stated that he has been very impressed with the new employees that have been hired as replacements.

## **NSBA Executive Directors' Institute Report**

Executive Director Roger Eddy stated that the Directors' Institute in Santa Fe was filled with very good content.

## **Communications (Letters, Fall Division Meeting, BOD Mentoring Report)**

President Karen Fisher reviewed the Fall Division Meeting schedule and explained to the Board of Directors that at least one officer tries to attend each division meeting. She asked each Board of Director that was a mentor to introduce their mentee. Introductions were made.

Acknowledgement and thanks were made to Jesse Ruiz for the splendid school tours that were offered in Chicago over the weekend for the NSBA Central Region meeting.

Executive Director Roger Eddy offered information concerning an Ohio School Board Association request for support that will be discussed by the Executive Committee.

## **JAC November 19-22 Hyatt Regency**

President Fisher reviewed the schedule for the November meeting which will take place during the Joint Annual Conference.

## **Meeting Process Debrief**

Angie Peifer led the Board of Directors through a Plus/Delta activity.

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### **Executive Director's Evaluation Results**

President Karen Fisher informed everyone that the Executive Director's evaluation was reviewed and accepted at the board business meeting the previous evening, August 22, 2015.

The Executive Director thanked the Board members for their input during the evaluation process. He appreciated all of the positive feedback.

**ACTION:** On Saturday, August 22, 2015, Ben Andersen moved, seconded by Michelle Skinlo to approve President Fisher's summary of Executive Director Roger Eddy's yearly evaluation. Motion carried unanimously.

### **Adjournment**

Executive Director Roger Eddy acknowledged and thanked Carla Bolt for a job well done scheduling our Board of Directors' meetings to coincide with the NSBA meetings.

Board of Directors' meeting was adjourned at 2:35 p.m.