

Board of Directors' Meeting Minutes

IASB Board of Directors' Meeting Hyatt Regency Chicago February 26, 2012

Present:

Carolyn BrooksPresident.....Noble
Karen Fisher.....Vice PresidentMarseilles
Joseph AlesandriniImmediate Past President..... Pekin
Dale HansenTreasurer / Three Rivers Grant Park
Ben Andersen.....Northwest Division East Dubuque
Tim Blair.....Wabash Valley.....Casey
John Coers.....Southwestern Chair..... O'Fallon
Tom CunninghamSouth Cook..... Orland Park
Linda Eades.....KaskaskiaHettick
Roger EdgecombeAbe Lincoln Maroa
Mark HarmsCorn Belt..... Flanagan
Simon KampwerthStarved Rock..... Peru
Steve Larson.....Service Associates Representative.....Lisle
Sue McCanceWestern Cuba
John Metzger.....Egyptian..... Benton
Jackie MickleyBlackhawk..... Geneseo
Tom Neeley.....Central Illinois Valley.....Morton
Joanne Osmond.....Lake.....Lake Villa
Roger PfisterShawneeMurphysboro
Phil PritzkerNorth Cook.....Arlington Heights
Jesse Ruiz.....Chicago Board of Education..... Chicago
Michelle Skinlo.....Illini.....Mattoon
Mary StithKishwaukee..... Geneva
Rosemary Swanson.....DuPage..... Wheaton
Joanne ZendolWest Cook.....Berwyn

Absent:

David Barton (*attended Saturday events*).....Two Rivers.....Nebo

Recording Secretary.....Carla S. Bolt

Board of Directors' Meeting Minutes

Introductions and Announcements – President Carolyne Brooks called the meeting to order at 8:30 a.m. on Sunday, February 26, 2012. Carolyne thanked Immediate Past President, Joe Alesandrini and the Search Committee for their work on the Executive Director Search process.

Michelle Skinlo (Illini Director) distributed a book from the Mattoon school district's reading program.

CLOSED SESSION – The Board met in closed session Friday, February 25, 2012, to interview the two finalists for the Executive Director vacancy. The Board would like to officially announce and welcome Roger Eddy as IASB's sixth executive director. Roger will officially start on July 1, 2012 and will transition with Dr. Johnson as his schedule permits between now and July 2012.

Additions to and Approval of Agenda

Action: Joe Alesandrini moved, seconded by Sue McCance and carried unanimously, that the meeting agenda be approved.

Approval, November 20, 2011 Minutes

Action: Tom Neeley moved, seconded by Linda Eades and carried unanimously, that the minutes for the November 20, 2011, Board of Directors' Meeting be approved and placed on file.

Monitoring Report of November 20, 2011 Meeting – President Brooks thanked everyone for submitting their meeting reports.

Consent Agenda –

Action: Dale Hansen moved, seconded by Phil Pritzker and carried unanimously, that the Consent Agenda (President's Report; Executive Director Emeritus Report; January 27, 2012 Executive Committee meeting minutes; FY 2012 Membership Report; Shawnee Division By-laws) be approved.

Dr. Johnson reviewed the Commission on Regional Offices of Education committee and the Membership Report.

Division By-Laws

Action: Sue McCance moved, seconded by Steve Larson and carried unanimously, that the submitted By-laws for Shawnee Division be approved.

Monitoring Reports

POLICY I-1, ENDS/Mission – This policy is in compliance at this time.

POLICY II-4, EXECUTIVE LIMITATIONS, Financial Condition – This policy is in compliance at this time. The January 2012 financial statements were included for review.

Dr. Johnson hopes to be above budget at this time. He reported that we had \$1.4 million more than we had spent. Health insurance costs are higher than we would like. We have spent \$150,000 on

Board of Directors' Meeting Minutes

governance training and the executive director search to date. The IEC royalty is down by four-percent; Policy Services renewal is at 100%; numbers for board self-evaluations and workshops are up and the OMA training is currently at 1,300.

Treasurer, Dale Hansen reported that \$1 million less at this time of year is normal for IASB. IASB receives conference registration in the Spring, but they do not put in current revenue until later and the same process is done for annual membership dues. We include one-twelfth revenue per month.

POLICY II-8, EXECUTIVE LIMITATIONS, Communication and Counsel to the Board – This policy is in compliance at this time.

Dr. Johnson reported that we have filed for a summary judgment regarding the EEOC complaint and are awaiting a decision by the judge. Dr. Johnson reviewed the EEOC complaint for the newest members of the board of directors.

POLICY II-9, EXECUTIVE LIMITATIONS, Relationship with Suppliers (Service Associates) – This policy is in compliance at this time.

Dr. Johnson reviewed IASB's exhibit hall hours as compared to National Conferences and stated our exhibit hall hours are longer than others.

POLICY II-10, EXECUTIVE LIMITATIONS, Treatment of Member Districts – This policy is in compliance at this time.

POLICY III-1, GOVERNANCE PROCESS, General Governance Commitment – This policy is in compliance at this time.

POLICY III-2, GOVERNANCE PROCESS, Governing Style – This policy is in compliance at this time.

POLICY III-3, GOVERNANCE PROCESS, Board Job Description – This policy is in compliance at this time.

POLICY III-4, GOVERNANCE PROCESS, President's Role – This policy is in compliance at this time.

POLICY III-4A, GOVERNANCE PROCESS, Vice President's Role – This policy is in compliance at this time.

POLICY III-4B, GOVERNANCE PROCESS, Treasurer's Role – This policy is in compliance at this time.

POLICY III-4C, GOVERNANCE PROCESS, Immediate Past President's Role – This policy is in compliance at this time.

POLICY III-7, GOVERNANCE PROCESS, Annual Board Planning Cycle – This policy is in compliance at this time.

Board of Directors' Meeting Minutes

POLICY III-8, GOVERNANCE PROCESS, Board Members' Code of Conduct – This policy is in compliance at this time.

Review of New Governance Policies – The Board reviewed, discussed and made a few more changes to the new governance policies.

Dr. Johnson updated the board regarding ASPEN and why they were not in attendance for this meeting. He also reviewed the meeting they had with the Administrative Team on December 19. The board's next step is to approve his interpretations, develop a monitoring calendar and discuss process for Results/Indicators (how does the board get information). Angie Peifer, associate executive director will assist the board at its May 2012 meeting Friday evening and Saturday morning (if needed).

Action: Joe Alesandrini moved, seconded by Joanne Osmond and carried unanimously, to approve the New Governance Policies as presented in the board packet with edits – to replace previous governance policies.

Dr. Johnson's Interpretations of the OE Policies – the Board reviewed and discussed his interpretations. Dr. Johnson answered questions from the board and stated he would bring a revised set of interpretations (will involve staff for editing) back to the board of directors at the May 2012 board meeting. At that meeting the board will need to decide if each of his interpretations is reasonable. If reasonable, then they will need to be approved.

Fiscal Year 2012-13 Budget Assumptions Preview – Dr. Johnson review his report contained in the meeting packet and answered questions. He reported that IASA has decided to buy space in the Schaumburg area for their satellite office. Dr. Johnson updated the board on an issue with IASB's wet/dry fire system in the Springfield office and that we would be spending money from the Capital Expenses budget to fix the problem. We are looking at around \$50,000 to replace pipes in the attic.

Committee Appointments and Re-appointments – President Brooks has assigned made committee appointments and a new list will be distributed at the May Board Meeting.

FRN Report & Legislative Update – President Brooks reviewed the various meetings held in D.C. Joe Alesandrini stated this was his 5th year at FRN and it was the most frustrating of all. Susan Hilton will be distributing NSBA's federal reports to all school districts in Illinois (you do not have to be a NSBA member of CUBE or an Affiliate).

Associate Executive Director Ben Schwarm gave a legislative update and answer members questions. He reported that K-12 education is likely to get a modest increase in funding. New Executive Director Roger Eddy gave his unique perspective of the budget and TRIP.

IASB Service Associates Report – Representative, Steve Larson reported the Committee met February 17 via video-conference between Springfield and Lombard and reviewed membership applications and references. Steve stated there are currently 73 service associates. This number goes up and down from time to time with 80 members being their highest level of membership to date. Steve reviewed the membership application of Wintrust Financial of Lake Forest.

Board of Directors' Meeting Minutes

They voted to recommend that the Board of Directors invite the following firm to become an IASB Service Associate:

Wintrust Financial of Lake Forest (Financial Services)

Action: Sue McCance moved, seconded by Phil Pritzker and carried unanimously, that a Service Associate membership invitation be issued to this firm.

IHSA Report - Director, Mark Harms updated the board on the last IHSA meeting. Athletic concussion injuries currently is a hot topic for the board. IHSA is looking at ways to get all schools involved in the process. Also, they are setting new guidelines to deal with heat-related injuries.

Dr. Johnson reported on his discussions with Lloyds of London regarding a IHSA policy for sports-related injury for all schools and to have this go through IASB's third-party administrator.

The next meeting of the Board of Directors will be Saturday, May 19, 2012, in conjunction with Dr. Johnson's Retirement Celebration at the Crowne Plaza in Springfield, Illinois.

Dr. Johnson stated that he plans to continue his charity work with the Ronald McDonald House of Chicagoland. They are currently raising funds for a 10 story house with 84 beds – it would be the largest of their houses.

Staff was dismissed at 11:30 a.m. for the Board to go into CLOSED SESSION to discuss the Executive Director's Term Sheet.

CLOSED SESSION:

Action: Phil Pritzker moved, Simon Kampwerth seconded, to authorize the Executive Committee to develop and approve a tentative contract with the new Executive Director, Roger Eddy, consistent with the Term Sheet as amended today and after negotiations with our attorney (Jonathan Howe) and Roger Eddy's attorney have completed.

The meeting was adjourned at 12:15 p.m.