

# Board of Directors Minutes—February 20, 2010

IASB Board of Directors' Meeting  
February 20, 2010  
Hyatt Regency, Chicago

## Present:

Joseph Alesandrini.....	President .....	Pekin
Carolyne Brooks .....	Vice President.....	Noble
Mark C. Metzger.....	Immediate Past President.....	Aurora
Dane Tippett .....	Treasurer/Southwestern .....	Troy
Ben Andersen.....	Northwest.....	East Dubuque
Tim Blair.....	Wabash Valley.....	Casey
Tariq Butt.....	Chicago Board of Education.....	Chicago
Karen Carney .....	Kishwaukee.....	Bartlett
Tom Cunningham .....	South Cook .....	Orland Park
Roger Edgecombe.....	Abe Lincoln .....	Maroa
Karen Fisher.....	Starved Rock.....	Marseilles
Dale Hansen.....	Three Rivers.....	Grant Park
Mark Harms .....	Corn Belt.....	Flanagan
Felton Jose .....	Kaskaskia.....	Salem
Sue McCance.....	Western .....	Cuba
Jackie Mickley .....	Blackhawk .....	Geneseo
Tom Neeley .....	Central Illinois Valley.....	Morton
Joanne Osmond.....	Lake .....	Lake Villa
Roger Pfister .....	Shawnee.....	Murphysboro
Howard Phillips .....	Two Rivers (Representative) .....	Greenfield
Phil Pritzker .....	North Cook .....	Arlington Heights
Michelle Skinlo.....	Illini.....	Mattoon
Rosemary Swanson.....	DuPage.....	Wheaton
Joanne Zendol.....	West Cook .....	Berwyn

## Absent:

David Barton.....	Two Rivers.....	Nebo
Robert Bergland.....	Service Associates Representative .....	Chicago
John Metzger .....	Egyptian .....	Benton

Recording Secretary.....	Patricia Culler
Timekeeper .....	Michelle Skinlo
Flip Chart Recorder .....	Ben Andersen

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### Introductions

President Alesandrini welcomed newly-elected Wabash Valley Director Tim Blair. Blair was elected to fill the vacancy created by Carolyne Brooks' election as IASB Vice President at the November, 2009 Delegate Assembly.

### Agenda Approval

**Action:** Karen Fisher moved, seconded by Phil Pritzker and carried unanimously, that the February 20 agenda for the conduct of the Board of Directors' Meeting be approved as printed and distributed.

### Minutes Approval, November 19 and 22, 2009

**Action:** Sue McCance moved, seconded by Felton Jose and carried unanimously, that the minutes for the November 19 and 22, 2009 Board of Directors' meetings be approved with the corrections to Dale Hansen's name in the Service Associates' Report, page 12 and Tom Neeley's name in the attendance listing, page 14.

### Monitoring Reports from November Meeting

There were twenty-one responses for the November 19, 2009 Board meeting and eighteen for November 22.

### Consent Agenda

**Action:** Joanne Zendol moved, seconded by Tom Neeley and carried unanimously, that the consent agenda items be accepted as contained in the meeting packet, pages 21-30. Items included: President's Report, Executive Director Emeritus Report, January 22, 2010 Executive Committee minutes, Fiscal Year 2010 Membership Report and the CIV Division By-Laws.

### Executive Director Emeritus Report

Executive Director Emeritus Johnson stated that the staff has been working hard on improving the financial status by indentifying ways to cut expenses and these, along with a change in the health insurance and increased district use of member services, should save a substantial amount of money, resulting in a much healthier financial year than originally anticipated. Dr. Johnson's quarterly activity and service report was contained on pages 23-24 of the meeting packet.

Dale Hansen noted the cash position charts, page 42, and Johnson responded that these charts show the estimates for each month and the actual, not estimated, expense and revenue adjustments for each month as they occur. He believes the fiscal year will end with a deficit of between \$500,000 and \$600,000.

Dr. Johnson announced that the IASB Targeting Achievement through Governance (TAG) Program and the Five-State Policy Project, Targeting Student Learning, have been awarded the 2010 Thomas A. Shannon Award for Excellence in School Board Leadership. Rosemary Swanson asked if there were any statistics on TAG Program effectiveness. Johnson responded that those districts showing up on time and following through on the program had good results and districts that didn't take the program seriously and did not show up on time did not have good results.

Monitoring Reports

President Alesandrini said in reviewing the monitoring reports, the Board should consider two things: 1. where the Board/Association is presently and 2. if there are items that perhaps should be changed as these goals, apply to future years.

ENDS/Mission—pages 32-34

This policy is in compliance at this time.

EXECUTIVE LIMITATIONS, Financial Condition—Page 36-44

This policy is in compliance at this time.

Dane Tippett questioned if items 2 and 3 under the Executive Director's limitations in this policy should be combined into one statement. President Alesandrini responded that this question would be put before the Executive Committee at its next meeting.

EXECUTIVE LIMITATIONS/Communications and Counsel to the Board—Page 45

This policy is in compliance at this time.

Johnson commented that a complaint filled with the EEOC by an individual claiming age discrimination in the superintendent search process is not new, but rather a continuing one that has just been sitting there for the past year. The court has not issued a statement saying the individual can sue and if the court were concerned about the issue, Johnson felt it would have been moving more rapidly on this issue.

EXECUTIVE LIMITATIONS, Relationship with Suppliers, Page 46

This policy is in compliance at this time.

EXECUTIVE LIMITATIONS/Treatment of Member Districts, Page 47

This policy is in compliance at this time.

GOVERNANCE PROCESS/General Governance Commitment, Page 48

This policy is in compliance at this time.

GOVERNANCE PROCESS/Governing Style, Page 49-50

**Action:** Dale Hansen moved, seconded by Joanne Osmond and carried unanimously, that the following section be added to this policy:

*B. Encourage and support full division representation and participation at each board meeting.*

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1. *Division by-laws, approved by the Board of Directors, may provide for a designated alternate(s) with full voting rights in the event that the Director is unable to attend a meeting.*
2. *Absent such a provision in division by-laws, the Director may appoint a substitute to attend in his/her stead. This substitute may participate in board discussion/deliberations, but may not vote on any issue before the Board.*

President Alesandrini stated that such substitute will not be provided the elected Director's Boardbook login. Substitutes may contact Carla Bolt to obtain a temporary login.

### GOVERNANCE PROCESS/Board Job Description, Page 51

**Action:** Rosemary Swanson moved, seconded by Karen Carney and carried unanimously, that the policy be updated as follows to reflect current procedure:

*2.a. Ends: Organizational impacts, benefits, outcomes, recipients and their relative worth (What good for which people and needs at what cost?)*

*2.d. Board of Directors—Staff Relationship: Delegation of power and its proper use monitored; the Executive Director role, authority and accountability.*

*2.e. Form 990 Compliance Policies: Cover topics on which the Internal Revenue Service inquires on its Form 990 annual tax return/report, "Return of Organizational Exempt From Income Tax." (new statement addition)*

### GOVERNANCE PROCESS/president's Role, Page 52

This policy is in compliance at this time.

### GOVERNANCE PROCESS/Vice President's Role, Page 53

This policy is in compliance at this time.

### GOVERNANCE PROCESS/Treasurer's Role, Page 54

This policy is in compliance at this time.

### GOVERNANCE PROCESS/Immediate Past President's Role, Page 55

This policy is in compliance at this time.

Past President Mark C. Metzger noted that the new board member orientation session held on Friday afternoon was very good and new directors were acquainted with the Carver Governance System.

### GOVERNANCE PROCESS/Audit Committee, Page 56

**Action:** Tom Neeley moved, seconded by Roger Edgecombe and carried unanimously, that the membership statement in the policy be updated to reflect current procedure as follows:

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### Membership

*Annually the President will appoint the IASB Treasurer and six (6) other members of the Board of Directors to the Audit Committee which will be chaired by the IASB Treasurer.*

### GOVERNANCE PROCESS/Annual Board Planning Cycle, Pages 57-58

President Alesandrini noted that the policy as printed on pages 57-58 of the meeting packet is the existing policy, Therefore the recommendation to move to update the policy to reflect current procedure should be removed and the policy reviewed as presented. 4<sup>th</sup> Quarter Policy Development and Review, IV—5 will be added and brought back to the Board for action at the May 2010 meeting.

### GOVERNANCE PROCESS/Board Member's Code of Conduct, Pages 59-60

This policy is in compliance at this time.

### Fiscal Year 2010-2011 Budget Assumptions Preview

Executive Director Emeritus Johnson highlighted the written report on page 61 of the meeting packet stating:

- Budget assumptions will be presented at the May 2010 meeting.
- Searches have been expanded to include assistant superintendents, business managers and principals and one full-time staff equivalent during the next year and, if needed, additional part-time staff.
- On-going consulting services will be utilized to maintain the website, marketing programs and services.
- Increased usage of all IASB training programs is expected.
- Lombard office is sharing space with the IPA and IASA, and the office space lease is being re-negotiated to reduce lease rates.
- NSBA/Gates project has confirmed dates in two pilot districts.
- New pooling programs and program sponsorships are being continually considered.

The focal point of budget discussions remains *What services shall be provided to school boards and at what costs?*

### 2010 Annual Conference Registration Fees

The May 16, 1998 Board action states the Joint Annual Conference Registration Fee will be increased annually by 4 percent. Under this action the 2010 pre-conference fee would be \$350 and the onsite fee will be \$375. This 4 percent increase will cover some increased Association costs, but some final cost increases may exceed 4 percent.

No Board action is required on this fee unless the Board wishes to change the 1998 Board action. A discussion ensued in which some directors felt the fees should not be increased over the 2009 level due to the financial plight of local districts, while other directors expressed the Board must consider the current

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deficit position of the Association and not add to this deficit by not being able to cover increased conference production costs.

**Action:** Rosemary Swanson moved, seconded by Michelle Skinlo that the registration fees remain at the 2009 levels, \$340 pre-registration and \$365 onsite. Following a call for the vote, the motion failed 21-3.

The 1998 Board action stands and the 2010 conference fees will be \$350 for pre-registration and \$375 for onsite registration.

### 2010 Nominating Committee Approval

**Action:** Michelle Skinlo moved, seconded by Mark Harms and carried unanimously, that the following appointees be confirmed as 2010 Nominating Committee members: Mark C. Metzger, Chair; Jackie Mickley, Michelle Skinlo, Tom Cunningham and Joanne Zendol, members; and Dave Barton and John Metzger, alternates.

### Executive Director Search Process and Timeline

President Alesandrini discussed the proposed executive director search process and timeline proposal, pages 64-68 of the meeting packet, stating:

- The last two executive director searches were conducted by an internal search committee and it is proposed that this be the case for the current search.
- The IASB staff will assist in the initial development of the search process, but after that, staff not be involved in anyway.
- An eleven-member committee be comprised of the Executive Committee (with the exception of the Past President, who will be a candidate) and four members of the Board, chaired by the President.
- Once the committee is constituted, it will remain in place, regardless of circumstances, until the next executive director is hired. All internal candidates, current staff and current Board of Directors, will be interviewed prior to seeking outside candidates.
- Administrative support services for the Chair and Committee will be handled outside of the IASB offices—either with a temp agency or with a staff member of the Chair's school district.
- The timeline is provided as a process guide and is developed to maximize Executive Committee and Board of Directors' meeting dates and is designed to give ample time for candidates to apply and allow the Search Committee to have plenty of opportunity to complete all aspects of its work. It should be viewed as a fluid document and can be adjusted as the process proceeds.
- A candidate profile will be developed by the Search Committee in January 2011, with Board approval in February 2011 and will include qualities/responsibilities the executive director should have, the total compensation package to be offered, contract terms and position job description.

The board discussed various aspects of the search process and the process for internal candidates.

### Executive Session Action

**Action:** Roger Edgecombe moved, seconded by Tom Cunningham and carried unanimously, that the Board continue further discussion of the search process in closed session.

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**Action:** Tom Cunningham moved, seconded by Tom Neeley and carried with a vote of 17 yes, 6 no, to accept the IASB Executive Director Search Process and Timeline as presented.

The board reconvened the meeting in open session.

### 2010 Leadership Conference

Associate Executive Director for Board Development Angela Peifer stated the ends work is what the Board should be doing. The staff will help the Board make decisions on the person it will be searching for as ends are creating the future of the Association. At the May meeting the Board will analyze where the Association is today and, hopefully, in August will get into ends adjustments.

### BoardBook Electronic Packets

Directors with questions regarding the electronic meeting packets were advised to contact Carla Bolt in the Springfield office.

### FRN Report and Legislative Update

The Illinois delegation, comprised of 9 school board members, participated in the January 1-February 2, 2010 NSBA Federal Relations Network Conference. Delegates attended two days of informational sessions and a day of lobbying. (A written report was contained in the meeting packet.) IASB President Joseph Alesandrini, Vice PresidentCarolyn Brooks, Immediate Past President Mark C. Metzger, staff member Susan Hilton represented IASB.

Ben Schwarm reviewed recent legislative activities and noted that since the State Board of Education has recommended a maintenance budget there could be per pupil foundation cuts and if the federal government doesn't come in with some kind of funding source, the state will have to cut the foundation level by 7-10%. However, it is Schwarm's feeling that the feds will still come in with some money, but will not move quickly enough before the state's session ends.

### Service Associates' Report

**Action:** Michelle Skinlo moved, seconded by Carolyn Brooks and carried unanimously, that a Service Associate membership invitation be extended to Poettker Construction, Breese, Illinois.

### Illinois High School Association Report

Mark Harms reported that the IHSA has selected the same drug testing company that has been doing this in the past and will not expand the program until there is additional income for this. As far as uniform status, schools do not have money for new uniforms at the present time.

The meeting adjourned at 5:52 p.m. The next meeting of the Board will be May 21-22, Crowne Plaza, Springfield, Illinois.