

Board of Directors' Meeting Minutes

Saturday, March 3, 2018

IASB Board of Directors' Meeting

Hyatt Regency, Chicago, Illinois

Present:

Joanne Osmond.....	President	Lake Villa
Thomas Neeley	Vice President	Morton
Phil Pritzker	Immediate Past President	Wheeling
Ann Dingman	Lake.....	Grayslake
Barbara Somogyi	North Cook	Elk Grove Village
Carla Joiner-Herrod	West Cook	Broadview
Chris Buikema	Northwest.....	Rock Falls
David Rockwell	Blackhawk	Rock Island
Denis Ryan	South Cook	Orland Park
Dennis Inboden	Wabash Valley	Robinson
Glen Eriksson (<i>Ex-Officio</i>)	Service Associates Representative	Grayslake
John Metzger.....	Egyptian	Benton
Linda Eades	Treasurer/Kaskaskia	Hettick
Mark Christ	Southwestern	O'Fallon
Mark Harms	Corn Belt	Flanagan
Mary Stith	Kishwaukee	Geneva
Michelle Skinlo	Illini	Mattoon
Rob Rodewald	Three Rivers	Bourbonnais
Sheila Nelson	Shawnee	Cairo
Simon Kampwerth	Starved Rock	Utica
Sue McCance	Western	Cuba
Thomas Ruggio	DuPage	Woodridge
Tim Custis.....	Central Illinois Valley	Washington
Tracie Sayre	Two Rivers	Arenzville

Absent:

Bill Alexander..... Abe Lincoln

New Berlin

Recording Secretary

Chris Montrey

Prior to the Meeting

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The Board of Directors met the evening of March 2, 2018 to complete the Executive Search process by meeting with candidate, Dr. Thomas Bertrand. The Board of Directors agreed to take "ACTION" regarding Dr. Bertrand as the Executive Director-Select at the Board of Director meeting on March 3, 2018 after a closed session discussion.

Before Official Start of Meeting

Michelle Skinlo announced the distribution of books placed at the back of the room from the Mattoon School District.

President Joanne Osmond thanked the Executive Search Committee for all their dedication and hard work during the process of searching for a new executive director. In particular, she thanked co-chairs, Sue McCance and Karen Fisher.

Executive Director Roger Eddy introduced Communication's Associate Director Kara Kienzler to her first Board of Director meeting since officially assuming her position.

Introductions and Announcements

President Joanne Osmond called the meeting to order at 9:00 a.m. and welcomed the Board of Directors to the March 2018 meeting.

Additions to and Approval of Agenda

No additions were added to the March 3, 2018 agenda.

Action: Simon Kampwerth moved, seconded by Mary Stith to approve the March 3, 2018 meeting agenda as distributed; motion carried.

Approval of November 16 & 19, 2017 Board of Director Meeting Minutes

No changes were recommended to the November Board of Directors Minutes.

Action: John Metzger moved, seconded by Chris Buikema, to approve the November 16 & 19, 2017 Board of Directors' Meeting minutes as presented; motion carried.

Approval of Consent Agenda

Executive Director Roger Eddy reviewed the FY17/18 Membership Report stating that Edwardsville and Homewood-Flossmoor school districts have become new members this year. There are only four districts in Illinois that are non-members.

A discussion arose regarding what IASB Board members can do to reach out to any of the non-member districts in their divisions. Executive Director Roger Eddy explained that IASB field services directors do reach out to these districts.

Action: Rob Rodewald moved, seconded by Mark Christ, to approve the Consent Agenda (President's Report; Executive Director's Report; FY 2018 Membership Report; the January 12, 2018 Executive Committee Meeting minutes; and Plus Delta History) as presented; motion carried.

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Items Moved from Consent Agenda

President Joanne Osmond asked if anyone would like any of the items from the consent agenda moved for discussion. No items were moved from the consent agenda.

Monitoring Governance Culture – R-2 Board and Board Development

Executive Director Roger Eddy reviewed each section of the Result Indicator R-2 report and asked if there were any questions. No questions or comments were made from the Board of Directors. Eddy explained that the list of resources provided in this report to member districts from IASB are just an overview and not a complete list.

Eddy also thanked each department director for updating this report.

Action: Michelle Skinlo moved, seconded by Tom Neeley, to approve Result Performance Indicator R-2 as presented; motion carried.

Monitoring Reports – Operational Expectations

Executive Director Roger Eddy explained that the following Operational Expectations (OE) had been reviewed by the Executive Committee in January and were agreed upon as fully compliant. He stated that these reports were important for a review of expectations throughout the year, keeping him and the Board connected for any changes needed continuously throughout the year. Eddy proceeded to review each report and asked for any comments or questions with each.

No comments made or edits recommended for OE-3, OE-4, OE-7, and OE-9.

President Joanne Osmond thanked Eddy for his work on these documents throughout the year.

Eddy thanked the Board for their work on these as well allowing each staff and Board member to know their role with mutual respect for the work each perform.

Action: Tracie Sayre moved, seconded by Dennis Inboden, to approve OE-3, OE-4, OE-7, and OE-9 as presented and in full compliance; motion carried.

Governance Policy Review – Governance Culture & Board/Executive Director Relationship

Associate Executive Director Dean Langdon reviewed the following policies and asked for input with each:

GC-5: No comments or changes recommended.

GC-9: Langdon stated that the Policy Review Ad Hoc Committee will be reviewing the language in GC-9 to possibly include any sexual harassment language. Recommended edits will be brought before the Executive Committee for approval.

GC-10: No comments or changes recommended.

B/EDR-2: No comments or changes recommended.

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A discussion took place regarding the development of these policies being complete but need to be reviewed continuously as the goals of the Association change and grow. President Joanne Osmond stated that comments and suggestions for these policies are always welcome.

Sue McCance commended Board Development Consultant Angie Peifer on the work she has done for the New Member Orientation meetings and how this program helps new and old Board members understand IASB policies and procedures.

Action: Michelle Skinlo moved, seconded by Simon Kampwerth, to approve GC-5, GC-9, GC-10, and B/EDR-2 as presented; motion carried.

Annual Work Calendar Approval

Associate Executive Director Dean Langdon reviewed the Annual Work Calendar stating that this calendar shows the work to be reviewed during each quarter and this list of items has grown as the Board grows and changes.

Action: Simon Kampwerth moved, seconded by Tim Custis, to approve the Annual Work Calendar as presented; motion carried.

Service Associates Report

Glen Eriksson reviewed the Service Associates Report stating that there are three companies recommended by the Service Associate's Executive Committee which met on February 16 to be invited to become an IASB Service Associate.

The three companies are:

- Nicholas & Associates, Inc., from Mount Prospect, Illinois
- Russell Construction Company, Inc., from Davenport, Iowa
- Computer Information Concepts, Inc., from Greeley, Colorado

There are currently 79 service associates including these three new members which is the largest member count.

Other items covered at the Service Associates Executive Committee meeting were welcoming Cory Cowen as a new executive member, voting James Schneider to become an executive member, discussing the Exhibits of Educational Environment (Triple E), and discussing the outreach to the new Joint Annual Conference (JAC) exhibitors. The floor signage used at the front of the Service Associates' exhibit booth during the JAC were well displayed and caught the attention of exhibitors that were not IASB Service Associates.

Eriksson introduced himself and gave a brief background of himself.

Vice President Tom Neeley thanked Eriksson for being a key part of the Board of Director reporting on the Service Associates' activities and representing them well.

Action: Mark Christ moved, seconded by Barb Somogyi, to approve Nicholas & Associates, Inc., Russell Construction Company, Inc., and Computer Information Concepts, Inc. to extend invitations to each to become service associate members; motion carried.

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Audit Committee Report Approval

Treasurer Linda Eades reviewed the Audit Committee Report. The Executive Committee met on January 12 and approved the recommendation from the Audit Committee (December 2, 2017 meeting) for Eck, Shafer, and Punk to be the IASB Audit firm for up to four years ending June 30, 2021. The selection is up for annual action if necessary.

Denis Ryan stated that it was a very thorough review and the staff interaction with this firm helped with Eck, Shafer, and Punk wanting to renew business with IASB and agree to a competitive contract.

Tim Custis added that it is common practice for a firm to send new staff members to complete the audit each year and will be helpful that this firm has background information from years past.

Eades thanked Chief Financial Officer Jennifer Feld and the Audit Committee for their time and hard work on choosing an audit firm.

Action: Rob Rodewald moved, seconded by Chris Buikema, to approve the Audit Committee Report for Eck, Shafer, and Punk to be the IASB Audit Firm for four years ending June 30, 2018, June 30, 2019, June 30, 2020, and June 30, 2021; motion carried.

Committee Assignment Updates

President Joanne Osmond reviewed the committee assignments stating that the Executive Search Ad Hoc Committee will be removed from the list since the Executive Search process has been completed. She once again extended thanks to Sue McCance and Karen Fisher for leading this committee as co-chairs, and also thanked Mark Harms for giving them direction.

Action: Denis Ryan moved, seconded by Rob Rodewald, to approve the Committee Assignment Update with edits; motion carried.

BOARD LEARNING:

FY18 Budget Update and Financial Report:

Treasurer Linda Eades reviewed the January Financial Report presented in the packet. IASB is in good financial standings and there have been no abnormal expenses. Due to the election cycle, Conference revenues may be down. Executive Director Roger Eddy explained that the cash position may be misleading due to the billing cycle of the Joint Annual Conference and also, payments to Illinois ASBO and IASA have not been cleared yet for the Conference. Eddy stated that some items that will impact the budget that is not reflected on this report is the free Equity Event in April and services for School Safety being offered to members. Eades added that the overall cash position is well above the mandated cash floor. Beginning cash balance for February is \$9M, an increase of roughly \$2.3M over the estimated February beginning balance. The member equity is \$7.3M which is an increase of \$1.4M from the beginning of the year. The investment dip in the financial cycle has not seemed to impact IASB investments as total dividends at year-to-date is \$53K.

A discussion took place regarding the determination of the mandated cash floor amount. Executive Director Roger Eddy explained that this amount is determined by a three month rationale of IASB's operating expenses.

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FY 19 Budget Assumption

Executive Director Roger Eddy mentioned that the budget assumptions for the FY19 fiscal year will be completed soon. The process will be similar to budgeting assumptions in past years. He explained in detail how the budget calculations for revenue, dues, and expenses are calculated.

Eddy stated that he will be meeting with each department head in the next couple of months to establish the FY19 Budget for each department and the overall IASB FY19 Budget for ACTION at the June meeting.

IHSA Report

Mark Harms, IHSA Representative, reported on the last IHSA Board meeting. Topics that were discussed at this meeting were how to connect to membership, changes to the structure of the football playoffs, supplemental insurance for athletes, and the Illinois bill banning tackle football for 12 year olds and younger.

Harms explained the procedure for how the different types of sports become IHSA sanctioned which requires participation is in at least 10% of districts as a starting point for consideration.

President Joanne Osmond thanked Harms for his time and dedication for serving as the IHSA Representative for the Board.

Legislative Report

Deputy Executive Director Ben Schwarm provided a legislative update stating that proposed legislation is in the middle of scheduled session. The General Assembly is meeting in alternating weeks through April. There have been over 1,000 bills introduced. Schwarm discussed the disbursement of funds to the school districts using the mandated funding formula, the cost to the districts if pension funds are shifted to the districts, teacher and substitute teacher shortages, and school safety.

Schwarm stated that IASB has been receiving calls from the media press after the school shooting in Florida occurred. To address this issue with school safety, IASB has information posted on their website and blog articles to inform districts of new safety plans and drills. The Illinois Task Force has established a school safety committee, which Schwarm is part of, which will be working closely with the Governor's office on any school safety package for districts.

Executive Director Roger Eddy discussed the teacher-student walkouts and that NSBA has distributed a document called *Navigating Student Walkouts & Mass Protests* which can now be found on the IASB website. He commended Schwarm for his other work on guidance and reaction documents regarding student protest and teacher walkouts which were distributed quickly to our members.

Eddy also discussed the funding to school districts using the base funding model, the voucher program, mandated EAV, and how these all affect the distribution of funds.

Policy Review Ad Hoc Committee Update

Vice President Tom Neeley reviewed the Policy Review Ad Hoc Committee meeting that took place in the morning. Neeley stated that the committee focused on the Position Statement of the Association and

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NSBA policies' language regarding discrimination. General Counsel Kimberly Small attended the morning meeting giving the Committee advice regarding language edits. Small has also been reviewing

IASB governance policies. Neeley stated that the Committee discussed "connecting with membership" looking at customer's point of view rather than the owner's point of view.

Communication's Associate Director Kara Kienzler stated that a survey, which is sent out to all members every five years, will be distributed to all members in April. The conclusive data will be presented on the IASB website when complete.

2017 Joint Annual Conference Review

Executive Director Roger Eddy reviewed the 2017 Joint Annual Conference stating that over 800 surveys were completed by attendees regarding the Conference; feedback and survey results have been received. Some responses included: good general session speakers, wifi issues, improving map size on app, and security issues with media coverage. Eddy stated that survey results are a focus to make the next Conference better.

2018 Joint Annual Conference Update

Co-Chairs Dennis Inboden and Sheila Nelson reviewed the 2018 Joint Annual Conference. The meeting with the Hyatt Regency Hotel in Chicago took place on Friday, March 2. Nelson stated that she is happy to be a co-chair this year. She reviewed the 2017 Conference finalized numbers pertaining to attendance of the Conference, Pre-Workshop Sessions, Safety & Security Seminar, and the Delegate Assembly.

Inboden reviewed the 2018 Conference stating that this year's logo is "Leadership: Sharing the Vision." He continued to state that an issue being addressed is the cost of parking at the hotels for members. A discussion took place among the Board members regarding the high cost of parking and meals and if there was a solution for these.

Staffing Update

Executive Director Roger Eddy reviewed the staffing update stating that IASB is 100 percent fully staffed. New employees since the last Board of Director meeting include additional personnel in the Policy Department. Ken Carter has been hired to be an additional policy consultant. Eddy stated that an updated organizational chart will be finalized soon showing changes resulting from the combination of the Policy Services department with General Counsel and Field Services with the Board Development department.

Vision 20/20 Update

Executive Director Roger Eddy stated that many goals for Vision 20/20 were met in 2017 and the Alliance Executive Directors are looking at ways to refocus Vision 20/20 going forward. Ralph Grimm will lead Vision 20/20 and will look at the new goals that will be set.

NSBA Advocacy Institute Update

President Joanne Osmond reported that the Advocacy Institute in Washington D.C. was held on February 4-6 with 43 attendees from Illinois making it a record year of attendance. She stated that the highlight of the Institute was the visit to congressmen and the topic that was focused on this year was special education funding.

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Executive Director Roger Eddy stated that teaming up with Superintendents at this Institute is important as federal discussions may affect state level legislation.

Vice President Tom Neeley stated that there were some outstanding sessions also and this Advocacy Institute is worth the time to attend.

Sheila Nelson stated that this was her first year going to the Institute and that it was a great experience especially since her school district's superintendent also attended.

NSBA Annual Conference – San Antonio – April 7-9

President Joanne Osmond stated that the NSBA Annual Conference will take place this year in San Antonio and any Board member was planning on attending the Conference to please let IASB know. She also stated that David Shuler, who was named Superintendent of the Year, will be a speaker and IASB will host a reception on Friday evening.

NSBA Executive Directors' Institute

Executive Director Roger Eddy stated that the NSBA Executive Directors' Institute will take place in Miami on July 29-August 1.

NSBA Summer Leadership Seminar

Executive Director Roger Eddy stated that the NSBA Summer Leadership Seminar will take place at the Fairmont hotel in Chicago on August 16-19.

Other:

Closed Session

President Joanne Osmond stated that the meeting would go into closed session due to Executive Search process.

Action: Tom Neeley moved, seconded by Michelle Skinlo, to approve the March Board of Directors' meeting be moved into closed session; motion carried.

Open Session

President Joanne Osmond stated that the March Board of Directors' meeting will resume in open session.

Action: Dennis Inboden moved, seconded by Tracie Sayre, to approve the March Board of Directors' meeting resumed as open session; motion carried.

Selection of Executive Director/Granting Related Authority

President Joanne Osmond announced that the Board of Directors recommend Dr. Thomas Bertrand as the Executive Director-Select.

Action: Motion to authorize the IASB President and Vice President to develop and approve a tentative contract with the new Executive Director-Select, Dr. Thomas Bertrand, consistent with the Term Sheet as amended today and after negotiations with IASB attorney (Jonathan Howe) and new Executive Director-Select's attorney have been completed.

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Review Issues Pending

Administrative Assistant Chris Montrey reviewed all action items approved for the March 3, 2018 meeting.

Confirm Future Meeting Dates

Executive Director Roger Eddy reviewed the meeting dates for the future Board meetings stating that the August meeting will take place in Effingham.

Meeting Process Debrief

Associate Director Dean Langdon led a plus/delta review with the Board of Directors.

Additional Information

Additional information received in the meeting packet were: 2018 JAC housing information, Spring Division Meeting schedule, organizational chart, direct deposit form, mentor/mentee list, future meeting schedule, and the Division Map & IASB Board of Directors.

Adjournment

Action: Motion was made and seconded to adjourn the meeting; President Joanne Osmond adjourned the meeting at 12:15 p.m.; motion carried.