

Board of Directors' Meeting Minutes

Saturday, May 13, 2017

IASB Board of Directors' Meeting

IASB Springfield Office, Springfield, IL

Present:

Phil Pritzker	President	Wheeling
Joanne Osmond.....	Vice President	Lake Villa
Karen Fisher	Immediate Past President	Marseilles
Ann Dingman (<i>vacant</i>).....	Lake.....	Grayslake
Barbara Somogyi	North Cook	Elk Grove Village
Bill Alexander (<i>vacant</i>).....	Abe Lincoln	New Berlin
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
Lisa Irvin (<i>for John Metzger</i>).....	Egyptian	Belle Rive
Linda Eades	Kaskaskia	Hettick
Mark Christ	Southwestern	O'Fallon
Mark Harms	Corn Belt	Flanagan
Mary Stith	Kishwaukee	Geneva
Michelle Skinlo	Illini	Mattoon
Rob Rodewald (<i>vacant</i>)	Three Rivers	Bourbonnais
Sheila Nelson	Shawnee	Cairo
Simon Kampwerth	Starved Rock	Utica
Sue McCance	Western	Cuba
Thomas Neeley	Central Illinois Valley	Morton
Thomas Ruggio	DuPage	Woodridge
Tracie Sayre (<i>vacant</i>)	Two Rivers	Arenzville

Absent:

Recording Secretary Chris Montrey

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Introductions and Announcements

President Phil Pritzker called the meeting to order at 8:30 a.m. and welcomed the Board of Directors to the meeting including new Director Sheila Nelson from Shawnee Division. He proceeded to explain that some divisions have an IASB Director vacancy due to the school board elections in April, therefore, many divisions were represented by a division officer at this meeting. A special welcome was given to: Bill Alexander, representing Abe Lincoln Division; Rob Rodewald, representing Three Rivers Division; Tracie Sayre, representing Two Rivers Division; Ann Dingman, representing Lake Division; and Lisa Irvin, representing Egyptian Division in the absence of John Metzger.

Pritzker recognized retiring Directors with plaques: June Maguire from Lake Division, Lisa Weitzel from Abe Lincoln Division, and Dale Hansen from Three Rivers Division. Other retiring Directors received plaques the previous evening: Roger Pfister from Shawnee Division and David Barton from Two Rivers Division.

Pritzker congratulated all Directors that were re-elected to their local boards in April.

Additions to and Approval of Agenda

No additions to agenda recommended.

Action: Dennis Inboden moved, seconded by Simon Kampwerth to approve the May 13, 2017 meeting agenda as distributed; motion carried.

Approval of Board of Director Meeting Minutes

Action: Linda Eades moved, seconded by Sue McCance, to approve the March 11, 2017 Board of Directors' Meeting minutes as presented; motion carried.

Approval of Consent Agenda

Action: Rob Rodewald moved, seconded by Mark Harms, to approve the Consent Agenda (President's Report; Executive Director's Report; FY16/17 Membership Report; the April 7, 2017 Executive Committee Meeting minutes; and Meeting Process Debrief) as presented; motion carried.

Items Moved from Consent Agenda:

No items were moved from consent agenda.

Monitoring Governance Culture – Results – R-3-Member Advocacy

Executive Director Roger Eddy explained that this Result Indicator was the final one to be presented and the "Governance Policy" journey is complete.

There were no comments or questions regarding Result Indicator R-3.

Action: Michelle Skinlo moved, seconded by Mark Harms to approve R-3 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 April and were agreed upon as fully compliant. Eddy stated that the OEs regarding finances may be cyclical do to member's dues and Conference registration. President Phil Pritzker stated that the OEs allow to layout the staff/executive director process.

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Comments made from the Board of Directors included that the OEs are a living document and always changing. These Operational Expectations help with the process of the Executive Director's communication to the Board of Directors and with the Boards' Executive Director's evaluation.

OE-5: No comments made or edits recommended.

OE-6: No comments made or edits recommended.

OE-8: No comments made or edits recommended.

Action: Simon Kampwerth moved, seconded by Tom Ruggio, to approve OE-5, OE-6, and OE-8 as presented and in full compliance; motion carried.

Budget Update/Financial Report, March Financials and FY17 Update, and FY18 Budget Presentation and Approval

Treasurer Thomas Neeley reviewed the March Financial Report presented in the packet. Cash balance on the Cash Flow Projection report shows the end of March cash balance is roughly \$5.6M which is an increase of roughly \$600,000 from the estimated cash amount keeping the cash position well above the \$2.6M cash floor. Investment amounts are doing well as reported on the TD Ameritrade Investment report. Total investments are currently a little more than \$2.4M with an original investment of \$2.0M.

Chief Financial Officer Jennifer Feld shared the details regarding investments.

Executive Director Roger Eddy reviewed the IASB FY18 Budget including assumptions related to revenues such as royalty programs, Joint Annual Conference registration, and member fees. Some expenses which were reviewed included staff salaries, yearly compensation increases, retirement transition costs, and new software services for PRESS services. Insurance cost will be a set expense amount due to no longer being self-insured.

The Board of Directors made no changes to the FY18 Budget and accepted as presented.

Action: Tom Neeley moved, seconded by Sue McCance, to approve IASB FY18 Budget as presented; motion carried.

Annual Work Calendar Review and Approval

Associate Executive Director Dean Langdon reviewed the Annual Work Calendar noting additions of Resolution Committee work that had been added to 1st, 3rd, and 4th quarter meetings. Also other edits to the calendar were the addition of "Potential Candidate Debriefing" and the meeting month change both to the 4th quarter meeting.

Action: Dennis Inboden moved, seconded by Rob Rodewald, to approve Annual Work Calendar; motion carried.

Service Associate Report

Service Representative Glen Eriksson reviewed the service associate report including the approval to invite Edmentum as a service associate.

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Action: Sue McCance moved, seconded by Rob Rodewald, to approve invitation to Edmentum as a service associate as presented; motion carried.

BOARD LEARNING:

IASB Board of Directors Self Evaluation

Associate Executive Director Dean Langdon reviewed the work that was completed for the Directors' Self Evaluation from the previous evening. No additional comments were discussed.

Executive Director Evaluation Process

Associate Executive Director Dean Langdon reviewed the process for the Executive Director's Evaluation survey that will be posted to BoardBook. Directors will receive an email when survey can be completed. Results from survey will be reviewed at the August Board of Directors' meeting.

Legislative Report

Deputy Executive Director Ben Schwarm provided a legislative update. Discussion continues at the Capitol but no budget has been passed. Some progress though as Senate has resumed talks regarding the budget including specific components such as: workers' comp, property tax freeze including the length of the freeze, pension reform, and income tax rate.

IASB is working against the following issue regarding Amendment #2 to SB 441 approved by the Senate which would move the election of school board members from April in odd-numbered years to the General Election in November of even-numbered years.

Executive Director Roger Eddy added concern regarding mandate relief by referendum. Also, toolkits for school districts will also be distributed if a budget does not pass soon.

IHSA Report

Mark Harms reviewed the latest news regarding IHSA including schools' class division determination and 5K race taking place at Heartland Community College which will include boys, girls, and wheelchair divisions.

Harms reported that the May IHSA meeting will take place later in the month and he will report on that meeting in August.

2017 JAC Review – *Leading by Learning*

Co-Chair Mark Christ thanked Carla Bolt for all her work on the Joint Annual Conference. Christ and Co-Chair Carla Joiner-Herrod continued to review the Conference stating that this year's registration will be completed by school districts on-line with an instructional video. Registrants for the Pre-Conference Workshops must be registered for the Joint Annual Conference. Again this year there will be a Safety Seminar on Friday morning plus keynote speakers for the General Assemblies. A Conference app will also be available this year for attendees.

Committee Assignment Updates

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President Phil Pritzker reviewed the committee assignments including the 2017 Resolutions Subcommittee and members: Vice President Joanne Osmond, Treasurer Thomas Neeley, Immediate Past President Karen Fisher, Linda Eades, and Carla Joiner-Herrod.

Vice President Joanne Osmond reviewed the details regarding NSBA Delegate Assembly and resolutions process. She reviewed details of meetings that were approved for the Annual Work Calendar.

2017 Spring Division Meetings Schedule

Executive Director Roger Eddy reviewed the spring meeting schedule and thanked the Board and Officers for their time and commitment to the meetings.

Vision 20/20 Update

Executive Director Roger Eddy reviewed the Vision 20/20 Newsletter which was in the packet.

Royalty Programs Update

Executive Director Roger Eddy reviewed the programs and stated that revenue from the royalty programs were included in the FY18 Budget.

NSBA 77th Annual Conference Review

Executive Director Roger Eddy updated the Board regarding the NSBA Annual Conference in Denver stating that it was a good conference. Discussion took place regarding the Delegate Assembly, the resolutions that were presented, and the issues that caused a time delay during the Delegate Assembly.

NSBA Executive Directors' Institute

NSBA Executive Directors' Institute will be held on July 30-Aug. 2 in Portland, Maine with Executive Director Roger Eddy presenting a panel session.

NSBA Summer Leadership Institute

NSBA Summer Leadership Institute will be held this year at the Sheraton Chicago Hotel and Towers on August 17-20.

COMMUNICATIONS:

Executive Session – Discuss Personnel

The Board of Directors and Executive Director Roger Eddy proceeded to Executive Session discussing personnel issues including the retirement of Eddy and amendments to his current contract.

The Board of Directors' meeting continued into open session at 10:40 a.m.

Staffing Update – Personnel Action & Contract Action

Action: Sue McCance moved, seconded by Simon Kampwerth, to accept the letter of intent to retire from the Executive Director Roger Eddy, effective June 30, 2018; motion carried unanimously.

Action: Dennis Inboden moved, seconded by Michelle Skinlo, to amend the 16-17 and 17-18 contract for Executive Director Roger Eddy; motion carried unanimously.

Establish & Approval of Ad Hoc Committee

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President Phil Pritzker made a general statement outlining decisions to be made regarding replacement of the Executive Director. Discussion took place regarding the use of an external search firm compared to an internal search process. A timeline was discussed regarding the use of an external administration service. The Board of Directors agreed to use an internal search process and establish an Executive Search Ad Hoc Committee.

Pritzker reviewed the process and details of the duties that the Executive Search Ad Hoc Committee will be responsible for during the search process. The Ad Hoc Committee that is established will stay intact until the process is complete.

Action: Bill Alexander moved, seconded by Mark Christ, to establish and approve an Ad Hoc Executive Search Committee consisting of the following members: Immediate Past President Karen Fisher (Co-Chair), Sue McCance (Co-Chair), President Phil Pritzker, Vice President Joanne Osmond, Treasurer Tom Neeley, Simon Kampwerth, Carla Joiner-Herrod, Mary Stith, and Linda Eades.

Authorize Ad Hoc Committee

President Phil Pritzker reviewed the functions of the Executive Search Ad Hoc Committee. Duties of the Committee were discussed.

Action: Dave Rockwell moved, seconded by Tom Ruggio, to authorize the Executive Search Committee to meet as necessary, with first meeting to occur at the call of the co-chairs, in order to prepare and approve actions necessary to conduct the Executive Director search, including but not limited to:

- Defining Scope of the Search and process details including application artifact collection
- Establish Timeline (including but not limited to items such as survey window, advertising timeline and strategy, application deadline, candidate interview schedule, and employment target)
- Develop Stakeholder Survey – including recipients of the survey (IE-Staff, members, other education director, etc....) and timeline for survey to be available
- Creation of Candidate Profile (including brochure and required submissions by candidates)
- If necessary, use external consulting services and administrative services.

Review Issues Pending

Administrative Assistant Chris Montrey reviewed all action items approved for the May 13, 2017 meeting.

Confirm Future Meeting Dates

Executive Roger Eddy reviewed the meeting dates noting that the 4th Quarter Board of Director meeting in May will be moved to June starting next year.

Meeting Process Debrief

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

Additional Information

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Additional items included in the meeting packet were: Organization Chart, Direct Deposit Authorization Form, Conflict of Interest Form, Officers' Candidate Form, IASB Future Meeting Dates, NSBA Advocacy Institute, and NSBA 78th Annual Conference.

Adjournment

Action: Motion was made and seconded to adjourn the meeting; President Phil Pritzker adjourned the meeting at 11:45 a.m.; motion carried.