

Board of Directors Minutes — August 23, 2008

IASB Board of Directors' Meeting
August 23, 2008
Pheasant Run Resort, St. Charles, IL

Present:

| | | |
|-------------------------|---|-------------------|
| Mark C. Metzger..... | President | Aurora |
| Joseph Alesandrini..... | Vice President..... | Pekin |
| Marie Slater | Immediate Past President..... | Wheaton |
| Carolynne Brooks | Treasurer/Wabash Valley | Noble |
| Ben Andersen..... | Northwest Division..... | East Dubuque |
| David Barton..... | Two Rivers..... | Nebo |
| Robert Bergland..... | Service Associates Representative | Chicago |
| Tom Cunningham | South Cook | Orland Park |
| Roger Edgecombe..... | Abe Lincoln | Maroa |
| Carol Farnum | Kishwaukee..... | Aurora |
| 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 |
| Michelle Skinlo..... | Illini..... | Mattoon |
| Barbara Somogyi | North Cook | Elk Grove Village |
| Dane Tippett | Southwestern..... | Troy |
| Joanne Zendol..... | West Cook | Berwyn |

Absent:

| | | |
|---------------------------|---------------------------------|-----------------|
| Tariq Butt..... | Chicago Board of Education..... | Chicago |
| Cyndi Dahl..... | DuPage..... | Darien |
| John Metzger | Egyptian..... | Benton |
| Flip Chart Recorder | | Roger Pfister |
| Time Keeper | | Jackie Mickley |
| Recording Secretary..... | | Patricia Culler |
| Process Observer | | Ben Andersen |

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August 23 Agenda Approval

Action: Dane Tippett moved, seconded by Joanne Osmond and carried unanimously, that 11.a, NSBA Nomination, be added to the agenda.

Action: Michelle Skinlo moved, seconded by Dane Tippett and carried unanimously, that the agenda, as amended to include 11.a, NSBA Nomination, be accepted for the meeting conduct.

Approval, May 17, 2008 Minutes

Action: Felton Jose moved, seconded by Tom Neeley and carried unanimously, that the May 17, 2008 Board of Directors' Minutes be accepted as printed and placed on file.

Nominating Committee Report

Immediate Past President and Nominating Committee Chair Marie Slater reported that the Nominating Committee had met from 3:45-5 p.m., Friday, August 22, to interview the incumbent president, Mark C. Metzger, and the incumbent vice president, Joseph Alesandrini. There were no further candidates for either office and Metzger and Alesandrini will be presented to the 2008 Delegate Assembly, Saturday, November 22, for re-election to their respective offices for 2009.

Nominating Committee Membership: Marie Slater, Chair; Ben Andersen, Cyndi Dahl, Dalen Hansen, Karen Fisher, and Sue McCance, alternate. Slater appointed Ben Andersen, former alternate, to fill the seat vacated by Helen McClelland's non-re-election as South Cook Division Director.

Consent Agenda Approval

Action: Roger Pfister moved, seconded by Carol Farnum and carried unanimously, that the Consent Agenda items be accepted as presented in the meeting packet.

The approved consent agenda contained an Executive Committee recommendation to the Board of Directors that the Joint Annual Conference annual four percent fee increase be calculated to the next highest ten dollars.

Monitoring Reports

ENDS/MISSION, pages 19-23

This policy is in compliance.

EXECUTIVE LIMITATIONS—General Executive Constraint, page 25

This policy is in compliance.

EXECUTIVE LIMITATIONS—Staff/Volunteer Treatment, page 27

This policy is in compliance.

EXECUTIVE LIMITATIONS—Financial Condition, pages 29-38

This policy is in compliance.

EXECUTIVE LIMITATIONS—Compensation and Benefits, pages 39-40

This policy is in compliance.

EXECUTIVE LIMITATIONS—Communication and Counsel to the Board, page 41

This policy is in compliance.

EXECUTIVE LIMITATIONS—Protection of Image, page 43

This policy is in compliance.

GOVERNANCE PROCESS—Governing Style, pages 45-46

This policy is in compliance.

GOVERNANCE PROCESS—Board Committee Principles, page 47

This policy is in compliance.

GOVERNANCE PROCESS—Committee Structure, page 49

This policy is in compliance.

GOVERNANCE PROCESS—Executive Committee, pages 51-52

This policy is in compliance.

GOVERNANCE PROCESS—Resolutions Committee, page 53

This policy is in compliance.

GOVERNANCE PROCESS—Nominating Committee, pages 55-58

This policy is in compliance.

GOVERNANCE PROCESS—Audit Committee, page 59

This policy is in compliance.

GOVERNANCE PROCESS—Annual Board Planning Cycle, pages 61-62

This policy is in compliance.

BOARD-STAFF RELATIONSHIP—Executive Director Role, page 63

This policy is in compliance.

BOARD-STAFF RELATIONSHIP—Delegation to the Executive Director, pages 65-66

This policy is in compliance.

BOARD-STAFF RELATIONSHIP—Executive Director Job Description, page 67

This policy is in compliance.

BOARD-STAFF RELATIONSHIP—Monitoring Organizational Performance, page 69

This policy is in compliance.

NSBA Central Region Candidate Nomination

Action: Dane Tippett moved, seconded by Joanne Osmond and carried unanimously, that the NSBA Central Region Director Nomination be added to the agenda.

Action: Joanne Osmond moved, seconded by Karen Fisher and carried unanimously, that the IASB Board of Directors agree to submit Mark C. Metzger as a candidate for NSBA Director for the Central Region. (Metzger is currently fulfilling the unexpired term of the previous holder of this directorship.)

Fiscal Year 2008 Audit Report

Treasurer Carolyne Brooks reported on the Friday, August 22 meeting of the Audit Committee with Dan Call of Sikich. The independent auditor's report noted that in their opinion, the Association's financial statements present fairly, in all material respects, the financial position of the Illinois Association of School Boards as of June 30, 2008 and 2007, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Four opportunities for strengthening the internal controls and operating efficiency were recommended:

1. Requests expense reimbursement should occur within a timely manner, ideally within the same month in which the expense occurred.
2. Invoices should be available to support the cost of all items added to inventory to ensure that items are appropriately valued.
3. When money is collected at a workshop, a receipt should be issued and documentation of the payment maintained by the Association.
4. Recommended the Association review the draft Federal Form 990 on the IRS' website to prepare for revisions.

Action: Joanne Zendol moved, seconded by Dale Hansen and carried unanimously, that the audit report be approved as presented.

IASB Service Associates Report

IASB Service Associate Representative Robert Bergland stated there is no report at this time.

Illinois High School Association Report

IASB Representative to the Illinois High School Association Mark Harms reported:

- The football interpretation rules are online this year.
- Regional areas are being restructured to cut down on required transportation.
- Considering flat amount reimbursement for each event rather than a current percentage reimbursement.
- Lightning warning devices tested for outdoor sports have been found to be fairly reliable. Although this is a great tool for the safety of students, Harms recommended to the IHSA that the purchase decision should be kept at the school level, not an unfunded mandate.

Resolutions Committee Report

Vice President and Resolutions Chair Joseph Alesandrini reported that a total of twenty-two resolutions were considered at the August 1, 2008 Resolutions Committee meeting. After hearing membership input and discussing the merits of each, the Committee will recommend thirteen for adoption and seven not be adopted at the Saturday, November 22, Delegate Assembly. One resolution was withdrawn. (A report of the resolutions presented, discussed and actions taken at this meeting was distributed in the meeting packet.)

Joe Alesandrini reported that the IASB Resolutions Committee submitted three items to the IASB Board of Directors. It was the consensus of the Board of Directors that the first item, a proposal regarding the association's use of electronic surveys instead of paper surveys, was not proper board action but was at the discretion of the Executive Director.

The second item was a proposed change to the IASB Delegate Assembly Business Rules.

Action: Karen Fisher moved, seconded by Joanne Osmond, that the board adopt the proposed changes as presented to the board. The motion carried unanimously.

The third item was a proposed resolution regarding the IASB Belief Statements publication. It was the consensus of the board that, to fully comply with the proposal, a change would have to be made to the IASB Constitution and that the deadline to submit a proposed constitutional amendment for 2008 had passed.

Action: Dale Hansen moved, seconded by Dane Tippet, that the text of the proposal would be printed in the IASB "Report to the Membership"; the board would ask the submitting district to withdraw the proposal this year; and that the IASB Board of Directors will initiate the proper procedure to propose a constitutional change next year to meet the objective outlined in the resolution. In the meantime, no additions, deletions, or modifications will be made to the current IASB Belief Statements publication. The motion carried unanimously.

NSBA Central Region Meeting

Executive Director Michael Johnson, President Mark C. Metzger, Vice President Joseph Alesandrini and Immediate Past President Marie Slater represented IASB at the July 24-27 NSBA Central Region, hosted by the Wisconsin School Boards Association in Milwaukee, Wisconsin. Each noted particular areas of interest to them including discussions centering on the role of a well-conceived staff development plan in achieving success in student learning; successful merit pay options; and the successful implementation of Ohio's new school aid formula, despite the fact it has not been implemented due to a lack of monies available for funding. All agreed these conferences are of great value in developing relationships and the sharing of ideas.

NSBA Presidents' Retreat

President Mark C. Metzger and Vice President Joseph Alesandrini participated in the August 14-17, NSBA Presidents' Retreat held in Pittsburgh, Pennsylvania. Metzger noted that he will have remarks on the two-and-one-half-day meeting in the next President's Report. Alesandrini remarked it was his first opportunity to meet and interact with state association officers outside the Central Region and it was a great opportunity to learn what is going on in other NSBA regions.

NSBA Executive Directors' Retreat

The 2008 NSBA Executive Directors' Retreat was held August 3-7, Napa Valley, California. This meeting allows the federation Executive Directors to come together to discuss mutual areas of concern and share new developments and programs. There is an influx of new staff in many of the associations, so the program of developing departmental work-a-like groups on a regional basis to share information and ideas has been developed and is growing. Illinois staff is significantly involved in these groups. A lot of state associations have cut staff over the last year and at least twenty-five percent of state association conferences are experiencing reduced attendance. Most of these are states that are heavily dues dependent. The Illinois Annual Conference attendance has increased due to the membership services offered and benefits the membership feel they are receiving for their dues. The Illinois Executive Search staff is currently working with the Michigan School Boards Association on their executive search.

IASB Pension Program Report

Chief Financial Officer Jennifer Feld directed attention to the IASB Pension Report, page 79 of the meeting packet. IASB provides a 401K, defined contribution program, which limits the liability to the Association to a specified amount for all employees and vests over six years.

Staffing Update

The Executive Director reviewed the staffing update listed on page 81 of the meeting packet, noting the following:

- Jim Russell, Springfield—title change to Director of Communications effective July 1.
- Christine Crilly, Lombard—title change to Administrative Assistant, Policy Services, July 1.
- Linda Cala, Lombard—promoted to Administrative Assistant, Policy Services, July 1.

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- Jennifer Feld, Springfield—employed as Associate Executive Director/Chief Financial Officer, July 16.
- Mary Torgler, Lombard—employed as Secretary II for Executive Searches, July 21.
- Angie Powell, Springfield—employed as Secretary II for Board Development, July 21.
- Thomas Leahy, Springfield—employed as Consultant for Executive Searches (part-time), August 4.

Recognition Retiring South Cook Division Director

Helen McClelland, retiring South Cook Division Director, was present and presented with a plaque for her IASB Board of Directors service by President Mark C. Metzger.

Comiskey Room Participation/Directors

Associate Executive Director Michael Bartlett informed Directors that, although it is not required, they may sign up to be present to meet and talk with their division constituents for specific segments of time in the Comiskey Room at the Joint Annual Conference.

Board of Director Video

President Metzger noted that he will once again be putting together an introductory video of the IASB Board of Directors to be previewed prior to the Opening of the First General Session on Friday, November 21.

NSBA Delegate Appointment

President Metzger appointed Treasurer Carlyne Brooks to fill the Illinois delegate position he vacates as a member of the NSBA Board of Directors.

Updated IASB Director Contact Information

An updated Director information sheet was distributed. Directors recommended that the information contained on this sheet be incorporated into the IASB Board of Directors' listing, thereby eliminating the need for two nearly identical listings.

Adjournment

Action: Tom Cunningham moved, seconded by David Barton and carried unanimously, that the meeting be adjourned.

The next meeting of the IASB Board of Directors will be held in conjunction with the Joint Annual Meeting, Hyatt Regency Chicago; Thursday, November 20, 2008. The meeting schedule is:

12 noon – 1:00 p.m. — Board photograph and lunch, Truffles, 2nd Floor, West Tower
1:00 p.m. – 4:00 p.m. — Board Meeting, Plaza Ballroom, East Tower Lobby
5:30 p.m. – 7:00 p.m. — Staff/Board Reception, Monarch Suite, 34th Floor, East Tower