

Board of Directors Minutes — November 18, 2004

Illinois Association of School Boards
2921 Baker Drive, Springfield, Illinois
November 18, 2004

Present:

Raymond Zimmerman	President	Flanagan
Marie Slater	Vice President	Wheaton
Christy M. Coleman.....	Immediate Past President.....	Geneseo
Joseph Alesandrini	Central Illinois Valley.....	Pekin
David Barton.....	Two Rivers.....	Nebo
Lowell Beggs.....	Northwest.....	Amboy
Fred Blue	Starved Rock.....	Utica
Tariq Butt.....	Chicago Board of Education.....	Chicago
Donna Cech	West Cook	River Forest
Fred Clatfelter.....	Wabash Valley.....	West York
Roger Edgecombe.....	Abe Lincoln	Maroa
Carol Farnum	Kishwaukee.....	Aurora
Thomas Hannigan.....	Treasurer / Lake.....	Mundelein
Steve Hawk.....	Blackhawk	Erie
Cheryl Jackson.....	Corn Belt.....	Bloomington
Kent Kistler.....	Kaskaskia.....	Brownstown
Debora McCleary.....	Three Rivers.....	Coal City
Helen McClelland.....	South Cook	Country Club Hills
John Metzger	Egyptian.....	Benton
Mark Metzger	DuPage.....	Aurora
Mark Myers	Ill. Assn of School Trustees.....	Homewood
Roger Pfister	Shawnee.....	Murphysboro
Michelle Skinlo.....	Illini.....	Mattoon
Barbara Somogyi	North Cook	Elk Grove Village
Wesley G. Stellhorn.....	Southwestern.....	Baldwin
Gerald White.....	Western	Colchester

Absent:

David Henebry.....Service Associates.....LZT, Peoria

Flip Chart Recorder	Mark Metzger
Timekeeper	Fred Clatfelter
Process Observer	Barbara Somogyi
Recording Secretary.....	Patricia Culler

Call to Order

President Raymond Zimmerman called the meeting to order at 12:10 p.m., Hyatt Regency Chicago, Chicago, Illinois.

Additions/Approval Meeting Agenda

Action: Mark Metzger moved, seconded by Joe Alesandrini and carried unanimously, that the agenda for the conduct of the November 18, 2004, Board of Directors Meeting be accepted as presented.

Approval, August 28, 2004, Board of Directors' Minutes

Action: Joe Alesandrini moved, seconded by Mark Metzger and carried unanimously, that the minutes for the August 28, 2004, IASB Board of Directors' Meeting be accepted as printed and distributed and placed on file.

Consent Agenda

Action: Lowell Beggs moved, seconded by Cheryl Jackson and carried unanimously that the Consent Agenda Items be received as contained in the distributed meeting packet.

Monitoring Reports

ENDS/Mission, Pages 19-22

This policy is in compliance at this time.

EXECUTIVE LIMITATIONS/Financial Condition, Page 23

This policy is in compliance at this time.

EXECUTIVE LIMITATIONS/Financial Condition, Pages 25-32

Financial condition in line with policy and accepted as reported in the distributed meeting packet.

EXECUTIVE LIMITATIONS/Asset Protection, Pages 33-34

This policy is in compliance at this time.

GOVERNANCE PROCESS/Governing Style, Pages 35-36

This policy is in compliance at this time.

GOVERNANCE PROCESS/Vice President's Role (New Policy), Page 37

Action: Fred Blue moved, seconded by Michelle Skinlo and carried unanimously, that the following new policy be added to reflect current procedure:

*Policy Type: Governance Process
Policy Title: Vice President's Role
Method: Direct Report
Frequency: Annually: February*

Text:

In the event of the President's temporary disability or absence from meetings, the Vice President shall perform the President's duties. The Vice President shall have such other duties as the President of the Board of Directors shall assign.

The Vice President shall serve as chairman of the Resolutions Committee.

GOVERNANCE PROCESS/Treasurer's Role (New Policy), Page 39

This policy is in compliance at this time.

Action: John Metzger moved, seconded by Wesley Stelhorn and carried unanimously, that the following new policy be added to reflect current procedure:

*Policy Type: Governance Process
Policy Title: Treasurer's Role
Method: Direct Report
Frequency: Annually: February*

Text:

The Treasurer shall be a member of and elected by the Board of Directors at its first meeting following the Annual Meeting of the Delegate Assembly for a term of two years. The Treasurer may serve for no more than two consecutive terms. The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the Executive Director and such other officers as the Board may prescribe. All sums received shall be deposited in a depository approved by the Board. The Treasurer shall make financial reports at the Annual Meeting or when called upon by the President. The duties of the Treasurer, under authority of the Board, may be assigned in whole or part to an Assistant Treasurer who shall be a member of the Association staff. The funds, books and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board.

The Treasurer shall chair the Audit Committee.

GOVERNANCE PROCESS/Executive Committee, Pages 41-42

This policy is in compliance at this time.

Action: Roger Edgecombe moved, seconded by Debora McCleary and carried unanimously, that the Authority section be amended to more clearly reflect current procedure:

Authority:

The Executive Committee shall provide general supervision of Association affairs including planning agenda for quarterly meetings and recommend policy development. The actions of the Executive Committee are subject to ratification of the Board.

GOVERNANCE PROCESS/Resolutions Committee, pages 43-44

This policy is in compliance at this time.

Action: Debora McCleary moved, seconded by Steve Hawk and carried unanimously, that Authority and Product sections be amended and a Cost Consideration section be added to more clearly reflect current procedures:

Authority:

*The Committee shall consider all such resolutions and recommend action to the Delegate Assembly on those which it deems to most reflect the interests of the Association **at annual meeting between 150 days and 45 days before Delegate Assembly.***

Product:

*The Committee shall have the responsibility for developing appropriate resolutions and for reviewing all resolutions submitted to it by member boards or others as specified in the IASB Constitution for consideration at the annual Delegate Assembly. **Publish and distribute proposed resolutions to members 45 days before Delegate Assembly.***

Cost Consideration:

One pre-meeting (if needed), one meeting for annual review.

GOVERNANCE PROCESS/Nominating Committee, Pages 45-48

This policy is in compliance at this time:

Action: Lowell Beggs moved, seconded by Fred Clatfelter and carried unanimously, that the policy be updated to reflect current procedure:

Cost Consideration (new addition following Product)

Cost of at least one (1) meeting of Nominating Committee to interview candidates.

Solicitation of Names for Consideration

- 2. Recommendations for nominees shall be received in the IASB headquarters Springfield office by 4 p.m. the first Friday in August.***

4. *Copies of information on candidates shall be mailed to Nominating Committee members the second week in August.*

Nominating Committee Calendar and Timelines

May 1 *Published in the May Newsletter. Candidate applications will be mailed from IASB—Springfield upon request.*

First Friday of August *Recommendations due in the Springfield office.*

2nd week in August *Copies of information on persons recommended sent to Nominating Committee members.*

August *Nominating Committee meets.*

October *Nominating Committee Report sent to member boards forty-five (45) days before Delegate Assembly with Resolutions packet.*

GOVERNANCE PROCESS/Audit Committee, Pages 49-50

This policy is in compliance at this time.

Action: Mark Metzger moved, seconded by Roger Edgecombe and carried unanimously, that this policy be updated to reflect current procedure:

Product

The Audit Committee shall meet annually with the Executive Director, Assistant Treasurer and a Representative of the audit firm responsible for the IASB audit to review and discuss the IASB audit report prior to the August Board meeting. A report of the meeting shall be provided to the Board of Directors.

Cost Consideration

Cost of one meeting of the Audit Committee.

GOVERNANCE PROCESS/Annual Board Planning Cycle, Pages 51-52

This policy is in compliance at this time.

Action: Joe Alesandrini moved, seconded by Carol Farnum and carried unanimously, that the policy be updated to reflect current procedure by adding New Board Member Orientation under August and February of the Calendar and listing the matching policy numbers for policies presented for review in meeting monitoring reports.

GOVERNANCE PROCESS/Board Members' Code of Conduct, pages 53-54

This policy is in compliance at this time.

Action: Debora McCleary moved, seconded by Michelle Skinlo and carried (one nay vote), that the following section be added to the policy:

4. Board members will abide by their General Meeting Behavior agreements:

- a. Follow the agenda***
- b. Realistic agenda timelines***
- c. Attendance***
- d. Clear decision-making processes***
- e. Balanced participation***
- f. One speaker at a time***
- g. Respectful, courteous atmosphere***
- h. Sense of openness and trust***

Meeting Monitoring Form, Pages 55-56

Action: Mark Metzger moved, seconded by Fred Clatfelter and carried unanimously, that the new Board of Directors' Meeting Monitoring Form, pages 55-56 of the distributed packet, be adopted for future monitoring purposes.

Executive Director's Contract

President Zimmerman explained the background upon which an Executive Committee proposed contract for the Executive Director was based. The contract was developed to insure the stability of the Association's management until 2112 when Johnson plans retirement and came about due to changes in the TRS system that would make the contract monetarily advantageous to both and could save the Association \$180,000-190,000. The contract, actually two contracts for a four-year period each at the recommendation of the Teachers' Retirement System, would allow either a future board or Johnson to opt out with one year's notice to the other party. Due to the amount of the Executive Director's annual driving, the auditor did not think the Association should be paying mileage, rather have his contract include an Association-furnished vehicle.

A member expressed the opinion that he would have preferred to have a written copy of the contract for study and had time to think it through prior to its verbal presentation. The President then had six copies made of the contract and called for a short recess to allow time for Directors to review the actual document prior to a vote.

Action: Roger Pfister moved, seconded by Wesley Stellhorn and carried unanimously, that the Board go into executive session to consider the Executive Director's proposed contract.

Action: Joe Alesandrini moved, seconded by Michelle Skinlo and carried, that the Board come out of executive session.

Action: Fred Clatfelter moved, seconded by Mark Metzger and carried, that the Executive Director's contracts for the period 2004-2112 be accepted as presented.

Annual Conference Report

2004 Conference Co-Chair Wesley Stellhorn remarked that he was amazed at how much work goes into planning and executing the annual conference. Incoming 2004 registration was 10,679, almost identical to 2003 and the largest increase is in Friday special registration workshop attendance.

IASB Service Associates' Report

Representative not in attendance and no report submitted.

Illinois High School Association Report

Joe Alesandrini reported the Illinois High School Association had turned a financial corner and ended their fiscal year with a \$740,000 increase in cash flow and had completely paid off their building. At its December meeting the IHSA will present a plan to eliminate all entry fees for participation and events for school teams. Alesandrini cautioned the Board to await the final, official work from the Task Force on Private School Issues. What is coming out now is not what is going to happen. The ISHA has scheduled hearings to determine the geography of where schools will be sent for competition.

Resolutions Committee Report

Vice President Marie Slater reported that the Board had already received a written report of the seventeen resolutions to be submitted for Delegate Assembly action. The concerns over Resolution 5, supporting Senate Bill 750, has been worked out with the submitting district and the amended version is more workable under the IASB constitutional principles is expected to pass.

Legislative Update

The Executive Director discussed the consideration of a Texas School Board Association lobbyist and primary author of the No Child Left Behind legislation as the new Secretary of Education and the possibility of capital project and bonds for schools being held up due to indecision on how to distribute funds. He further noted that Ben Schwarm was attending a meeting on this date that the Speaker had called to discuss early retirement options. The only groups allowed to speak will be the Illinois Education Association, Illinois Federation of Teachers, and the Illinois Association of School Boards.

Communications

The President noted a NSBA communication requesting names of individuals for 2004 Annual Convention committee service and requested that anyone interested in serving on one of these committees submit their names to him.

Adjournment

Action: Fred Clatfelter moved, seconded by Fred Blue and carried unanimously, that the meeting be adjourned at 2:15 p.m.

The next meeting of the IASB Board of Directors will be held at 12 noon, Sunday, November 21, 2004.