

Board of Directors' Meeting Minutes

Illinois Association of School Boards, Board of Directors' Meeting At the Oakbrook Marriott Resort Oakbrook, Illinois

August 24, 2013

Present:

Carolyn BrooksPresident.....Noble
Karen Fisher.....Vice President.....Marseilles
Joseph Alesandrini.....Immediate Past President..... Pekin
Dale HansenTreasurer/Three Rivers Grant Park
Ben Andersen.....Northwest..... East Dubuque
Linda Eades.....KaskaskiaHettick
Lisa WeitzelAbe LincolnSpringfield
Mark HarmsCorn Belt..... Flanagan
Sue McCanceWestern Cuba
Tom Neeley.....Central Illinois Valley.....Morton
Joanne Osmond.....Lake.....Lake Villa
Phil PritzkerNorth Cook..... Wheeling
Kevin Rench for John Metzger.....Egyptian..... Nashville
Rosemary Swanson.....DuPage..... Wheaton
Jackie MickleyBlackhawk..... Geneseo
Jesse Ruiz.....Chicago Board of Education..... Chicago
Frank MottWest Cook..... Forest Park
Val DensmoreSouth Cook.....Country Club Hills
Rob Luttrell.....Southwestern..... Troy
Simon KampwerthStarved Rock..... Peru
Roger PfisterShawneeMurphysboro
Mary StithKishwaukee..... Geneva

Absent:

David Barton.....Two Rivers..... Nebo
Tim Blair.....Wabash Valley..... Casey
Michelle Skinlo.....Illini..... Mattoon
Steve Larson.....Service Assoc. Representative.....Lisle

Recording Secretary..... Carrie Cloyd

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Introductions and Announcements - PresidentCarolyn Brooks called the meeting to order at 10:05 a.m. on Saturday, August 24, 2013. PresidentCarolyn Brooks welcomed new Board Members, Mrs. Lisa Weitzel, Mr. Frank Mott, Ms. Val Densmore and Mr. Rob Luttrell. PresidentCarolyn Brooks also mentioned that Mr. Tom Cunningham, who recently left the Illinois Association of School Boards, Board of Directors, was recognized and awarded a plaque honoring his service to the Illinois Association of School Boards as a board member at dinner on Friday evening, August 23, 2013.

Additions to and Approval of Agenda – Immediate Past President, Joe Alesandrini, requested an item be added to the agenda to ratify the actions of the Illinois Association of School Boards Executive Committee on July 12, 2013. The actions were related to Executive Director Roger Eddy's salary and vacation days. **Action:** Mr. Phil Pritzker moved, seconded by Mr. Tom Neeley to add this as item number 13 on the agenda and the motion carried unanimously.

Approval of Minutes - **Action:** After a change to the posted minutes correcting the location of the meeting and that Ms. Mary Stith was absent from the May 18th meeting, Mr. Jesse Ruiz moved, seconded by Ms. Jackie Mickley and carried unanimously, that the minutes, as amended, of the May 18, 2013 Board of Directors meeting be approved and placed on file.

Consent Agenda - **Action:** Treasurer Dale Hansen requested that the Executive Committee Minutes of July 12 be moved from the consent agenda. Ms. Linda Eades moved, seconded by Ms. Val Densmore and carried unanimously, that the remainder of the Consent Agenda items be approved.

Items moved from Consent Agenda – **Action:** The Executive Committee Minutes from the meeting on July 12, 2013 were removed from the Consent Agenda. Treasurer Dale Hanson moved, seconded by Ms. Rosemary Swanson and carried unanimously, that the Executive Committee Minutes be approved, as amended, then placed on file.

Committee Appointments and Reappointments – **Action:** Mr. Ben Andersen moved, seconded by Mr. Simon Kampwerth and carried unanimously to accept the committee assignments as presented with the exception that the 2014 National School Boards Association Delegate Assembly Appointments will be made at a later date.

Monitoring: Governance Culture

Operational Expectation 1 states that the Executive Director shall not cause, allow or fail to take reasonable measures to prevent any practice, activity, decision or organizational condition that is unlawful, unethical, unsafe, disrespectful, and imprudent, in violation of Board Policy, the Illinois Association of School Boards Constitution or endangers the Association's public image or credibility.

After discussing Operational Expectation 1, the Board of Directors voted to approve said Operational Expectation as presented.

Action: Ms. Rosemary Swanson moved, seconded by Ms. Joanne Osmond and carried unanimously, to approve Operational Expectation 1 evidence indicators as fully compliant as recommended by the Executive Committee and presented by Executive Director Roger Eddy.

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Operational Expectation 2 states that in order to protect the Board of Directors in the event of sudden and unexpected loss of Executive Director services, Executive Director Roger Eddy shall designate at least two other executive staff members who are familiar with the Board's governance process and issues of current concern and are capable of assuming Executive Director responsibilities on an emergency basis.

After discussing the details of Operational Expectation 2, the Board of Directors voted to approve said Operational Expectation as presented by Executive Director Roger Eddy.

Action: Mr. Phil Pritzker moved, seconded by Ms. Linda Eades and carried unanimously, to approve Operational Expectation 2 evidence indicators as fully compliant as recommended by the Executive Committee and presented by Executive Director Roger Eddy.

Operational Expectation 7 states that the Executive Director shall not cause or allow any financial activity or condition that materially deviates from the budgeted expenditures adopted by the Board of Directors; cause or allow any fiscal condition that is inconsistent with achieving the Board of Directors results or meeting any Operational Expectation goals; or place the long-term financial health of the Illinois Association of School Boards in jeopardy.

After careful examination and a brief discussion of Operational Expectation 7, the Board of Directors voted unanimously to approve said Operational Expectation 7 as presented.

Action: Ms. Joanne Osmond moved, seconded by Mr. Simon Kampwerth and carried unanimously, to approve Operational Expectation 7 evidence indicator as fully compliant as recommended by the Executive Committee and presented by Executive Director Roger Eddy.

Operational Expectation 9 states that the Executive Director shall assure that the Board of Directors is adequately informed about matters relating to Board work and significant organizational concerns.

The Board of Directors carefully considered this Operational Expectation and voted unanimously to approve Operational Expectation 9 as presented.

Action: Ms. Mary Stith moved, seconded by Mr. Mark Harms and carried unanimously, to approve Operational Expectation 9 evidence indicator as fully compliant as recommended by the Executive Committee and presented by Executive Director Roger Eddy.

Monitoring Reports

The Board of Directors reviewed Governance Cultures 1, 2, 3, 6, Board/Executive Director Relationship 3 and 4. No action was taken following this review.

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Board Policy Review and Changes

Governance Culture 8 – Illinois Association of School Boards Directors' Conflict of Interest

The General Counsel reviewed the Executive Committee's recommendation. Attorney Melinda Selbee stated that the Board of Directors did have the discretion to change the language. As a result, the Board of Directors agreed to strike two words, **personal or**, from the first paragraph, third sentence of Governance Culture 8.

Action: Mr. Tom Neeley moved, seconded by Ms. Linda Eades and carried unanimously to approve Governance Culture 8 as amended.

Board/Executive Director Relationship 1 – **Single** Point of Contact

The Executive Committee's recommendation was to strike as unnecessary language, the entire second sentence in paragraph 1 and removing the word "Single" from the title. The following sentence was removed: **The Executive Director is the Board's primary point of contact to the operational organization.**

Action: Mr. Rob Luttrell moved, seconded by Ms. Sue McCance and carried unanimously, to approve Board/Executive Director Relationship 1 as presented.

Board/Executive Director Relationship 2 – IASB Staff Accountability

The Executive Committee's recommendation was to eliminate the qualifier in paragraph 1, and the last three words of the second sentence **"are considered to"**.

Action: Ms. Sue McCance moved, seconded by Mr. Simon Kampwerth and carried unanimously to approve Board/Executive Director Relationship 2 as presented.

Board/Executive Director Relationship 4 – Executive Director Accountability

The Executive Committee's recommendation was to replace language that will more accurately reflect board expectations. The word **"identical"** was removed in paragraph one, sentence one and replaced with the word **"linked"**.

Action: Mr. Jesse Ruiz moved, seconded by Ms. Val Densmore and carried unanimously to approve Board/Executive Director Relationship 4 as presented.

Board of Directors Self-Evaluation Results – Mr. Dean Langdon, Associate Executive Director, Board Development and TAG, presented the results of the Board Self-Evaluation with the entire Board of Directors. There were no questions or comments from the Board.

Executive Director Evaluation – President Carolyne Brooks informed the Board of Directors that the evaluation was completed and had been reviewed with Executive Director Roger Eddy as part of the Friday, August 23 work session.

Budget Update – Treasurer Dale Hansen informed the Board of Directors that the Audit Committee has scheduled a meeting to interview audit firms once the Request for Proposal is sent. This meeting will be held in the Springfield office of the Illinois Association of School Boards in December 2013. The Audit Committee will make recommendations to the Executive Committee at their January 2014 meeting in the Springfield office as well. It was noted that the Illinois Association of School Boards has had several

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workshop sell-outs during the month of May that have enhanced end-of-year revenue. This additional revenue, along with reductions in expenses, resulted in a higher end-of-year balance than previously estimated. The Illinois Association of School Boards ended the year over \$420,000 in the black.

Item #13 Added to Ratify Executive Committee Action

Action: Mr. Jesse Ruiz moved, seconded by Ms. Jackie Mickley and the motion carried unanimously to ratify the actions of the Executive Committee approving the carryover of eight (8) vacation days for Executive Director Roger Eddy along with a salary increase for FY14 up to 2%.

Conference Update – Executive Director Eddy presented several promotional items that will be sold at the 2013 Joint Annual Conference. Those items include baby bibs, neoprene koozies, ceramic mugs 4-piece coaster sets with case, key rings, license plate holders, pedometers, visors, holiday ornaments, and yardsticks. All items have our Centennial Logo printed on them. All Board of Directors members were informed to let either Carrie Cloyd or Associate Executive Director of Communications, Jim Russell, know if they wish to order any of these items.

Receipt of Audit Report – **Action:** Treasurer Dale Hansen moved, seconded by Mr. Jessie Ruiz and carried unanimously to approve receipt of the audit report dated June 30, 2013.

Resolutions Committee Report – Vice President Karen Fisher yielded the floor to our Deputy Executive Director, Government Relations and Advocacy, Ben Schwarm, who provided a brief summary of the actions of the Resolutions Committee. Mrs. Lisa Weitzel requested this information be distributed in written form to all members of the Illinois Association of School Boards, Board of Directors.

Illinois High School Association Report – Mr. Mark Harms reported that there were no significant changes to rules established by the Illinois High School Association. A brief discussion was held related to the new mandate for student-athlete liability insurance. Executive Director Roger Eddy noted that school districts did not have to purchase the Illinois High School Association coverage if the policy they held included liability limits that meet the mandate.

Legislative Update – Deputy Executive Ben Schwarm led a brief discussion on possible pension reform legislation, shifting the costs from the State onto local school districts. He added the Alliance was able to influence several legislative initiatives that would have brought about new unfunded mandates. In addition, the Illinois Association of School Boards was able to work with the Illinois State Board of Education to improve a school takeover bill that was eventually held up in the Illinois House of Representatives. The Illinois Association of School Boards also worked diligently to improve funding for schools and influence the maintenance of 89% proration after the Governor's initial budget called for an 83% proration. School funding issues continue to be at the forefront in Illinois and the Illinois Association of School Boards continues to attend and provide testimony at the first of a series of school funding task force meetings that will be held around the state.

Service Associates Report - **Action:** Mr. Ben Andersen moved, seconded by Ms. Linda Eades and the motion carried unanimously to invite Kings Financial Consulting Incorporated of Monticello, to become a member of Illinois Association of School Boards, Service Associates.

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Royalty Program Update – Executive Director Roger Eddy informed the Board of Directors that we are working with the Illinois State Board of Education to approve the bid process that is embedded in BuyBoard. A decision is expected in the next month.

Illinois Energy Consortium – Executive Director Roger Eddy informed the Board of Directors that NextEra Energy has been selected as the new Electric supplier for the Illinois Energy Consortium starting on July 1, 2014.

Investment Report – Treasurer Dale Hansen and Executive Director Roger Eddy informed the Board of Directors that the new investment policy was being employed and that it is likely that dividends and investment revenue for FY14 will be over \$80,000 as compared to less than \$6,000 in FY13.

Staffing Update – Executive Director Roger Eddy reviewed and presented an updated organization chart that includes new employees, Mr. Heath Hendren and Mrs. Reatha Owen. There are also two retirements coming up in the very near future, Ms. Judy Niezgoda of our Lombard office in December of 2013 and Ms. Pat Culler of our Springfield office at the end of July 2014. Executive Director Roger Eddy then announced our most recent retiree was Mrs. Cindi Allender of our Springfield office.

New National School Boards Association – Executive Director Roger Eddy reported that the National Connections Program would replace the National Affiliate Program starting January 1, 2014.

National School Boards Association Central Region Report – Executive Director Roger Eddy reported that all ten National School Boards Association's, Central Region Executive Directors attended a fly-in during the month of June at O'Hare National Airport. The meetings were very productive and another fly-in will be scheduled for later in the fall 2013 or early spring 2014.

National School Boards Association Executive Directors Summer Institute Report – Executive Director Roger Eddy reported that he attended the National School Boards Association Executive Directors Retreat recently and indicated that a very good program was presented in relation to important national education issues.

National School Boards Association Presidents Retreat- PresidentCarolyn Brook's recounted the events of the Presidents Retreat with references to the site of the retreat that was in Memphis, Tennessee. President Brooks stated that the leadership program was very good as were several issues related to public education that are relevant to Illinois.

Community Engagement Project – Ms. Cathy Talbert, Associate Executive Director, Field Services and Policy Services for the Illinois Association of School Boards, made a brief presentation on her Community Engagement project and provided written communication for all members of the Board of Directors.

Ms. Carrie Cloyd, Administrative Assistant to the Executive Director, reviewed issues pending.

Executive Session- A brief Executive Session was held. No action was taken after Executive Session.

President Carolyn Brooks confirmed the next meeting dates as November 21 and 24 in Chicago at the Hyatt Regency and then adjourned the meeting at 12:50 p.m.