

Board of Directors Minutes — August 25, 2007

Illinois Association of School Boards
2921 Baker Drive, Springfield, Illinois
August 24-25, 2007

Present:

| | | |
|-------------------------|---|--------------------|
| Marie Slater | President | Wheaton |
| Mark C. Metzger..... | Vice President | Aurora |
| Raymond Zimmerman | Immediate Past President | Flanagan |
| Joseph Alesandrini..... | Treasurer/Central Illinois Valley..... | Pekin |
| Ben Andersen..... | Northwest Division | East Dubuque |
| Carolynne Brooks | Wabash Valley | Noble |
| Cyndi Dahl..... | DuPage | Darien |
| Roger Edgecombe..... | Abe Lincoln..... | Maroa |
| Carol Farnum..... | Kishwaukee | Aurora |
| Karen Fisher..... | Starved Rock | Marseilles |
| Philip Fulton | Service Associates Representative | Chicago |
| Dale Hansen..... | Three Rivers | Grant Park |
| Mark Harms | Corn Belt | Flanagan |
| Steve Hawk..... | Blackhawk..... | Erie |
| Felton Jose | Wabash Valley | Salem |
| Sue McCance | Western | Cuba |
| Helen McClelland..... | South Cook..... | Country Club Hills |
| Joanne Osmond..... | Lake..... | Lake Villa |
| Roger Pfister | Shawnee | Murphysboro |
| Michelle Skinlo..... | Illini | Mattoon |
| Barbara Somogyi | North Cook..... | Elk Grove Village |
| Dane Tippett | Southwest | Troy |
| Joanne Zendol..... | West Cook..... | Berwyn |

Absent:

| | | |
|--------------------|----------------------------------|---------|
| David Barton..... | Two Rivers | Nebo |
| John Metzger | Egyptian | Benton |
| Tariq Butt..... | Chicago Board of Education | Chicago |

| | |
|--------------------------|-----------------|
| Chart Recorder..... | Cyndi Dahl |
| Timekeeper | Joanne Zendol |
| Process Observer | Dale Hansen |
| Recording Secretary..... | Patricia Culler |

Executive Director Evaluation (Closed Session—August 24, 2007)

Action: Michelle Skinlo moved, seconded by Carolyn Brooks and carried unanimously, that the Board of Directors convene a “closed session” to discuss the Executive Director’s evaluation.

Action: Roger Pfister moved, seconded by Michelle Skinlo and carried unanimously, that the Board conclude its closed session and return to an open meeting.

Action: Joanne Zendol moved, seconded by Roger Pfister and carried unanimously, that the August 24, 2007 session of the Board of Directors’ meeting be adjourned.

August 25, 2007 Session

IASB Revised Website Overview

The 8:30-10:00 a.m., Saturday, August 25, 2007, session of the Board of Directors’ Meeting was devoted to a presentation and discussion of the newly-revised IASB website by John Lyday, Associate Executive Director for Communications, and James Russell, Director of Publications.

Consent Agenda Items

Action: Carol Farnum moved, seconded Steve Hawk and carried unanimously, that the Consent Agenda items be accepted as presented with the removal of the Nominating Committee Report.

Board of Directors Minutes—May 19, 2007

Action: Cyndi Dahl moved, seconded by Michelle Skinlo and carried unanimously, that the minutes for the May 19, 2007 Board of Directors’ Meeting be accepted as printed and distributed in the meeting packet.

Nominating Committee Report

Immediate Past President and Chair of the 2007 Nominating Committee Raymond Zimmerman announced the following slated individuals to be presented to the 2007 Delegate Assembly for consideration: Mark C. Metzger, President, and Joseph Alesandrini, Vice President.

Monitoring Reports

ENDS/Mission—Pages 19-23

In compliance at this time.

EXECUTIVE LIMITATIONS/Staff/Volunteer Treatment—Page 27

In compliance at this time.

EXECUTIVE LIMITATIONS/Financial Condition—Page 29-38

In compliance at this time.

EXECUTIVE LIMITATIONS/Compensation and Benefits—Page 39-40

In compliance at this time.

EXECUTIVE LIMITATIONS/Communication and Counsel to the Board—Page 41

In compliance at this time.

EXECUTIVE LIMITATIONS/Protection of Image—Page 43

In compliance at this time.

GOVERNANCE PROCESS/Governing Style—Pages 45-46

In compliance at this time.

GOVERNANCE PROCESS/Board Committee Principles—Page 47

In compliance at this time.

GOVERNANCE PROCESS/Committee Structure—Page 49

In compliance at this time.

GOVERNANCE PROCESS/Executive Committee—Pages 51-52

In compliance at this time.

GOVERNANCE PROCESS/Resolutions Committee—Page 53

In compliance at this time.

GOVERNANCE PROCESS/Nominating Committee—Pages 55-58

In compliance at this time.

GOVERNANCE PROCESS/Audit Committee—Page 59

In compliance at this time.

GOVERNANCE PROCESS/Annual Board Planning Cycle—Pages 61-62

In compliance at this time.

BOARD-STAFF RELATIONSHIP/Executive Director Role—Page 63

In compliance at this time.

BOARD/STAFF RELATINSHIP/Delegation to the Executive Director—Pages 65-66

In compliance at this time.

BOARD-STAFF RELATIONSHIP/Executive Director Job Description—Page 67

In compliance at this time.

BOARD-STAFF RELATIONSHIP—Monitoring Organizational Performance—Page 69

In compliance at this time.

NSBA Central Region Director Contingency Candidacy

NSBA Central Region Director Earl Rickman announced that he will be a candidate for NSBA Secretary-Treasurer. If Rickman is selected as the nominee, the NSBA Nominating Committee will meet a second time to select a nominee to replace Rickman on the NSBA Board of Directors. If this should come to pass, Vice President Mark C. Metzger requested the IASB Board's support to pursue a contingency candidacy to replace Rickman on the NSBA Board of Directors.

Action: Roger Pfister moved, seconded by Cyndi Dahl and carried unanimously, should the circumstance present itself, that the IASB Board of Directors would support Mark C. Metzger's contingency candidacy for the NSBA Board of Directors from the Central Region.

Executive Director's Contract

Currently there are Teacher Retirement System issues requiring clarification on the issue of IASB's pension plan for credible earnings. When these issues have been resolved, the Executive Committee will review the language changes and then bring the contract for Board action. It should be noted that language changes will not change the past contract substantially except for TRS work limitations. Language changes could affect all Association employees paying into the Teachers' Retirement System and if so, the Association will spread any additional payments for the past four years so affected employees will not have to pay previous amounts in one lump sum. These changes only affect TRS-covered employees, not the Association.

There is no requirement that there must be a written contract between the Executive Director and the Board of Directors and at the present time, the Executive Director and the Board of Directors have an oral agreement, with termination by either party with twelve months' notification to the other.

Audit Committee Report

Treasurer Joseph Alesandrini reported that the Audit Committee had met with Dan Call of Sikich, Gardner and Company at 3:00 p.m., Friday, August 24, and once again received a clean audit.

Alesandrini noted that usually there are three individuals who complete the audit; however, for the past three years, the top person has remained the same and the Board may wish to request this individual be changed in order to allow a new, fresh perspective.

The Executive Director reaffirmed the idea, that it might be good to request the firm change review personnel periodically and interview different staff members from time to time. He also noted that the management letter noted areas in the fringe benefit area that might create future IRS problems. Two of these were cell phone usage and employee professional development opportunities.

It was recommended that for future years the audit report be included in the August meeting packet, rather than being distributed at the meeting where Board action is required.

Action: Sue McCance moved, seconded by Felton Jose and carried unanimously, the Audit Report be accepted and placed on file.

Service Associates Report

The Committee met on Friday, August 17. Among other business, the Executive Committee reviewed membership applications/references and voted to recommend that the Board of Directors invite the following firm to become a member of IASB Service Associates – George Sollitt Construction Company of Chicago. This firm has been providing construction management and general contracting services to the greater Chicagoland area since 1838, and has been working with Illinois public schools for the past 60 years.

Action: Motion was made; seconded and carried unanimously, that a Service Associate membership invitation be extended to George Sollitt Construction Company of Chicago.

Illinois High School Association Report

IASB Treasurer and Representative to the Illinois High School Association Joseph Alesandrini noted the football season began Friday, August 24. This will begin the year of three and four classes in many activities, and the IHSA financial condition has improved and they invest approximately \$450,000 this year.

Alesandrini will be presented to the 2007 Delegate Assembly as a candidate for IASB Vice President; and if elected, this representative position will need to be filled. The Illinois High School Association holds its monthly meeting once a month, on a Tuesday and Douglas Blair usually represents the IASB staff. Persons interested in serving in this capacity are to contact President Marie Slater.

Resolutions Committee Report

IASB Immediate Past President and Resolutions Chair Raymond Zimmerman reported that the Resolutions Committee had met August 3, 2007 in Oak Brook, to review fourteen submitted resolutions. Issues discussed included: Legislation prohibiting persons for running for a Board from which they receive services; funding for exceptional and talented students. Repeal of the sunset date on Cole County property tax caps; tuition for nonresident students; school bus safety devices; additional state and local revenues for school construction; unit district school consolidation; high school exams as a graduation requirement; conflict of interest issues arising from school district employees and students running for a local school board; pre-school program construction funding; student residency; moving election dates to Saturdays; and the right of schools to refuse their facilities as polling places.

Legislative Update

Associate Executive Director of Governmental Relations Ben Schwarm distributed and discussed an update of current legislative issues. (A copy is filed with the minutes of this meeting.)

NSBA Central Region Meeting

Missouri School Boards Association hosted the July 20-22, 2007 NSBA Central Region Meeting in Kansas City Missouri, at which they shared information on their video on the web program and its capabilities—much like a live broadcast. Missouri has their own production studio and receives large amounts of Federal money due to the fact they are doing broadcasts for them. The Executive Director and Associate Executive Director for Board Development Angie Peifer went to Missouri to see how the Missouri program might be adapted for IASB training in another format whereby people could receive information live or view it at a later time at their convenience. The estimated equipment cost for the Springfield and Lombard offices to implement this program is approximately \$10,000. The programming would be recorded and then forwarded to Missouri for editing and giving it a professional appearance. There would be no need to reproduce the services Missouri can already offer. Another aside to this, IASB could continue to help smaller state associations by allowing them access to our programming on a revenue-sharing basis. Non-intrusive commercials could create revenues to offset the cost of the programs.

NSBA Presidents' Retreat, August 16-19, Anchorage, Alaska

President Marie Slater reported on the 2007 NSBA President's Retreat held in Anchorage, Alaska, which centered on the main topic of "Community Engagement" to prevent students from falling through the cracks of society. Vice President Mark C. Metzger demonstrated an activity which illustrated how to create an effective support system based on the five caring adults required for a child's success.

NSBA Executive Directors' Summer Institute Report

Executive Director Johnson participated in the August 5-9, 2007 NSBA Executive Directors' Summer Institute, Newport, Rhode Island. This was the largest attendance ever experienced. Discussion centered on student achievement and what associations and their staffs could do in this area. A large portion of these institutes is program and information sharing and Associate Executive Director for Board Development Angie Peifer attended and presented a well-received program on this subject. Illinois will host the Policy and Trainers' groups in June, 2009.

IASB Pension Program Report

IASB provides a defined contribution pension program, which limits the liability to the Association to a specified amount, for all employees—401K with Lincoln National. An annual contribution is made to the program on behalf of each eligible employee and is based on an amount equal to 7.5% of total salary and an additional 4.25% of salary above the maximum FICA taxable salary, if any. Statistical information regarding the plan is:

- Plan Year—January 1 to December 31
- Third Party Administrator—The Retirement Advantage (TRA), Port Washington, Wisconsin
- Vesting—Year 2—20%; Year 3—40%; Year 4—60%; Year 5—80%; Year 6—100%
- Number of Eligible Staff—73 (December 2006)
- Total Amount Invested--\$4,134,925 (July 31, 2007)

Staffing Update

Staffing changes since the May 2007 Board meeting:

- Judy Niezgoda promoted to Office Manager, Lombard Office.
- Angie Peifer promoted to Associate Executive Director for Board Development and TAG.
- Shari Mulvany replaced Millie Taylor as the Springfield afternoon receptionist upon Taylor's retirement.

The meeting was adjourned at 12:40 p.m. The next meeting of the IASB Board of Directors will convene with lunch at 12 noon, Thursday, November 15, 2007, Crystal Ballroom A, Hyatt Regency Chicago, 151 East Wacker Drive, Chicago, Illinois.