

Board of Directors Minutes — August 29, 2009

IASB Board of Directors' Meeting
August 29, 2009
Oak Brook Hills Resort, Oak Brook, Illinois

Present:

Mark C. Metzger.....	President	Aurora
Joseph Alesandrini.....	Vice President.....	Pekin
Marie Slater	Immediate Past President.....	Wheaton
Carolyn Brooks	Treasurer/Wabash Valley	Noble
Ben Andersen.....	Northwest Division.....	East Dubuque
David Barton.....	Two Rivers.....	Nebo
Robert Bergland.....	Service Associates Representative	Chicago
Tariq Butt.....	Chicago Board of Education.....	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	Erie
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
Rosemary Swanson.....	DuPage.....	Wheaton
Dane Tippett	Southwest.....	Troy
Joanne Zendol.....	West Cook	Berwyn

Absent:

John Metzger	Egyptian	Benton
Flip Chart Recorder	Robert Bergland
Time Keeper	Barbara Somogyi
Recording Secretary.....	Patricia Culler

Time Keeper/Meeting Process Observer Discussion

Consensus was reached that agenda time limits be retained as they indicate where meeting discussion should be at various points in the meeting. However, agreement was reached to eliminate the Process Observer for the present and review this decision after a few meetings.

August 28 Additions to and Agenda Approval

Action: Tom Cunningham moved, seconded by Felton Jose and carried unanimously, that the agenda for August 29 be approved with the following additions:

- 9.a Monitoring Report Discussion
- 9.b Form 990 Discussion
- 9.c Board Book Discussion
- Item 26, Announcement

Approval May 9, 2009 Minutes

Action: Joanne Zendol moved, seconded by Michelle Skinlo and carried unanimously, that the minutes for the May 9, 2009 meeting be approved and placed on file.

Nominating Committee Report

Immediate Past President Marie Slater reported that the Nominating Committee had met and interviewed the following officer candidates: President—Joseph Alesandrini; Vice President—Carolyn Brooks, Karen Fisher, Joanne Osmond, Barbara Somogyi, and Dane Tippet. The Committee's recommendation to the 2009 Delegate Assembly will be Joseph Alesandrini, President, and Carolyn Brooks, Vice President.

Consent Agenda

Action: Dale Hansen moved, seconded by Joanne Zendol and carried unanimously, that the consent agenda items be approved.

Form 990 Compliance Policies

General Counsel Melinda Selbee outlined the IASB Conflict of Interest Policy developed to: Define conflicts of interest; identify classes of individuals within the IASB covered by this policy; facilitate disclosure of information that may help identify conflicts of interest; and specify procedures to be followed in managing conflicts of interest.

Action: Sue McCance moved, seconded by Michelle Skinlo and carried unanimously, that the Board of Directors confirm the June 26 Executive Committee action to add Section V. with these conflict of interest policies to the Governance Policy Handbook.

Copies of the Annual Acknowledgement and Disclosure Form were provided in the meeting packet for completion and return by Board of Directors' members.

BoardBook® Discussion

Acclimating to the new BoardBook® meeting process, the Board determined: Additional training on the process and making notes in the BoardBook® be a part of the Thursday, November 19, 2009 meeting; only two laptops be provided at meetings to supplement the personal laptops of board members; and that reports to be presented at a meeting be forwarded to Carla Bolt in sufficient time to be included in the online

packet. Directors requiring a paper copy are also to advise Carla. The elimination of as much paper as possible was stressed.

Monitoring Reports

ENDS/MISSION, pages 27-30

This policy is in compliance.

EXECUTIVE LIMITATIONS, General Executive Constraint, page 31

This policy is in compliance.

EXECUTIVE LIMITATIONS, Staff/Volunteer Treatment, page 32

This policy is in compliance.

EXECUTIVE LIMITATIONS, Financial Condition, page 33-41

This policy is in compliance.

There was discussion on the three months expenses safety reserve and whether wording should be added to allow reserves to drop below the stated floor providing the Executive Director Emeritus notified the Board of the drop and that compliance would be restored within three months, and if the three months reserve was sufficient. It was determined not to change the current wording.

EXECUTIVE LIMITATIONS, Compensation and Benefits, pages 42-43

This policy is in compliance.

EXECUTIVE LIMITATIONS, Communication and Counsel to the Board, page 44

This policy is in compliance.

EXECUTIVE LIMITATIONS, Protection of Image, page 45

This policy is in compliance.

GOVERNANCE PROCESS, Governing Style, pages 46-47

This policy is in compliance.

GOVERNANCE PROCESS, Board Committee Principles, page 48

This policy is in compliance.

GOVERNANCE PROCESS, Committee Structure, page 49

This policy is in compliance.

GOVERNANCE PROCESS, Executive Committee, pages 50-51

This policy is in compliance.

GOVERNANCE PROCESS, Resolutions Committee, page 52

This policy is in compliance.

GOVERNANCE PROCESS, Nominating Committee, pages 53-56

This policy is in compliance.

GOVERNANCE PROCESS, Audit Committee, page 57

This policy is in compliance.

GOVERNANCE PROCESS, Annual Board Planning Cycle, pages 58-59

This policy is in compliance.

BOARD-STAFF RELATIONSHIP, Executive Director Role, page 60

This policy is in compliance.

BOARD-STAFF RELATIONSHIP, Delegation to the Executive Director, pages 61-62

This policy is in compliance.

BOARD-STAFF RELATIONSHIP, Executive Director Job Description, page 63

This policy is in compliance.

BOARD-STAFF RELATIONSHIP, Monitoring Organizational Performance, page 64

This policy is in compliance.

Treasurer Election Procedures

Any member of the Board of Directors interested in being considered for the treasurer's position is to submit a one page paper indicating their interest, qualifications and reasons they wish to be considered to the President by September 15. Each candidate will have four minutes to address the candidacy at the Thursday, November 19 Board meeting and the election will be held at the Sunday, November 22 organizational meeting.

2010 NSBA Delegates/Alternates

Normally, the IASB President, Vice President, Treasurer and the Chicago Representative serve as the four delegates to the NSBA Delegate Assembly. Since President Metzger is a seated member of the NSBA Board of Directors, one additional delegate from the Board will be appointed to complete the Illinois' delegation.

Delegate Appointments: Joe Alesandrini, Carolyne Brooks, Tariq Butt and Joanne Osmond.

Alternate Appointments: Karen Fisher and Felton Jose.

IASB completes official housing and registration forms and covers all expenses for appointed delegates and will complete official registration forms and pay the registration fee only for appointed alternates.

Fiscal Year 2009 Audit Report

The Audit Committee met with representatives of McGladrey and Pullen, the firm conducting the 2009 audit and reviewed their findings and recommendations, Friday afternoon, August 28.

Action: On behalf of the Audit Committee, Treasurer Carolyne Brooks recommended that the June 30, 2009, be accepted.

IASB Service Associates Report

IASB Service Associates Chair Robert Bergland reported that the Service Associates' Executive Committee met August 21 in Springfield and voted to recommend that the IASB Board of Directors issue membership invitations to the following firms: Allied Design Consultants, Inc. of Springfield; Gilbane Building Company of Chicago; Fanning/Howey Associates, Inc. of Park Ridge; and CTS-Control Technology and Solutions of St. Louis Missouri.

ACTION: Roger Edgecombe moved, seconded by Karen Fisher and carried unanimously, that the firms recommended by the Service Associates' Executive Committee be issued membership invitations.

Illinois High School Association Report

IHSA Representative Mark Harms distributed a copy of the IHSA 2008-09 School Share to Income Report for Tournaments, which shows that over 64 percent of tournament monies going back to schools. Harms commented that seventy-five schools are participating in lacrosse and IHSA has teams in place to do drug testing when it becomes law.

Resolutions Committee Report

Vice President Joseph Alesandrini reported on the August 7, 2009, Oak Brook, resolutions meeting. Of the nineteen submitted resolutions, the Resolutions Committee recommended nine do adopt and ten do not adopt by the 2009 Delegate Assembly. Five of the submitted resolutions were to amend existing resolutions and only two were totally new resolutions.

Legislative Update

Associate Executive Director for Governmental Relations Ben Schwarm directed attention to the 2009 legislative session overview provided in the meeting materials and stated that as of the Board meeting date, all bills passed should have been signed by the Governor, the budget is done and the next event will be the October veto session.

IASB Pension Program Report

Chief Financial Officer Jennifer Feld noted the pension report contained in the meeting materials and offered to answer any questions. None were asked.

Amend Executive Director's Title/Job Duties

The TRS settlement required a change in Dr. Johnson's title to Executive Director Emeritus and Consultant to the Board of Directors and due to the settlement time constraints the title/position change was an agenda item for board confirmation. Under this title change, Johnson will be listed as Executive Director Emeritus in all Association brochures, flyers and publications and his primary duties will be to assist with transition, long-term planning, to serve as liaison with outside groups and to identify and seek increased revenue opportunities.

Some of the questions/statements resulting from the ensuing Board discussion included:

- The effect the title change will have on Association policies as they are now written.
- Whether or not the Association now operating under a different operational model since it no longer has an Executive Director as defined by its policies. The role changed with Dr. Johnson's retirement under TRS.
- Since the constitution only defines the position/expectations of an Executive Director, does it now need to include the position/expectations for an Executive Director Emeritus?
- The question is not whether the Board has the authority to change the Executive Director's title, as it does, but rather that it had not acted on the change.
- The reality of the situation is that there was no other choice due to the TRS requirements.
- Roger Pfister raised objection that the change of title/duties did not come before the Board of Directors or the Executive Committee prior to the TRS settlement. Pfister felt the Executive Committee should have been consulted as to the required title/position changes and then brought before the Board of Directors for action. He felt the Executive Director was outside his authority in this situation and left the Board with no course of action but to agree with the settlement changes. It was noted that the Executive Director had consulted with the President.

Action: Karen Fisher moved, seconded by Sue McCance, that the title change be considered as an action item rather than a confirmation item by the Board of Directors. The motion carried unanimously.

Upon a call for a summary action, Dr. Johnson's title/position changes were approved.

Announcement

North Cook Division Director Barbara Somogyi announced that her division would not be re-slating her for Director and that individuals would need to be appointed to fill the internal and external committee positions for which she represented IASB.

Adjournment

Action: Tom Cunningham moved, seconded by Michelle Skinlo and carried unanimously that the meeting be adjourned at 1 p.m.

The next meeting of the Board of Directors will be held Thursday, November 19, 2009, Hyatt Regency Chicago, Chicago, Illinois.