

# Board of Directors' Minutes – August 28, 2011

IASB Board of Directors' Meeting  
Marriott Resort  
Oak Brook Hills, Illinois

## Present:

Joseph Alesandrini .....	President.....	Pekin
Carolyn Brooks .....	Vice President .....	Noble
Mark C. Metzger .....	Immediate Past President .....	Aurora
Ben Andersen .....	Northwest Division .....	East Dubuque
John Coers.....	Southwestern Chair .....	O'Fallon
Tom Cunningham .....	South Cook.....	Orland Park
Linda Eades.....	Kaskaskia .....	Hettick
Roger Edgecombe .....	Abe Lincoln .....	Maroa
Karen Fisher.....	Starved Rock .....	Marseilles
Kathy Geyer .....	Kishwaukee Resolutions Chm .....	Loves Park
Dale Hansen .....	Three Rivers/Interim-Treasurer .....	Grant Park
Mark Harms .....	Corn Belt.....	Flanagan
Steve Larson.....	Service Associates Representative.....	Lisle
Sue McCance .....	Western .....	Cuba
Jackie Mickley .....	Blackhawk.....	Geneseo
Tom Neeley.....	Central Illinois Valley.....	Morton
Joanne Osmond.....	Lake.....	Lake Villa
Roger Pfister .....	Shawnee .....	Murphysboro
Phil Pritzker .....	North Cook.....	Arlington Heights
Kevin Rench.....	Egyptian Vice Chairman.....	Benton
Jesse Ruiz.....	Chicago Board of Education .....	Chicago
Rosemary Swanson.....	DuPage.....	Wheaton
Joanne Zendol .....	West Cook.....	Berwyn

## Absent:

David Barton.....	Two Rivers.....	Nebo
Tim Blair.....	Wabash Valley .....	Casey
Michelle Skinlo.....	Illini.....	Mattoon
Recording Secretary .....		Patricia Culler

# Board of Directors' Minutes – August 28, 2011

## Introductions and Announcements

President Alesandrini called the meeting to order at 8:30 a.m. and welcomed Jesse Ruiz, Chicago Board of Education, replacing Tariq Butt; Kathy Geyer, Resolutions Chair, representing Kishwaukee Division; and Kevin Rench, representing Egyptian Division in the absence of Director John Metzger.

## Additions to and Approval of Agenda

**Action:** Phil Pritzker moved, seconded by Joanne Zendol and carried unanimously, that the meeting agenda be approved with the addition of 7.d.1 Executive Session and 11.a New Governance Model Discussion.

## Approval, May 14, 2011 Minutes

**Action:** Sue McCance moved, seconded by Tom Neeley and carried unanimously, that the minutes for the May 14, 2011, Board of Directors' Meeting be approved and placed on file.

## Monitoring Report of May 14, 2011 Meeting

A compilation of Directors responses/comments regarding the May 14, 2011, Board of Directors' Meeting, reflected that of the 22 returned forms, 21 indicated all areas to be satisfactory, with 1 indicating that members need to wait to be recognized before speaking. There was no Director comments/discussion regarding this report.

## Consent Agenda

**Item Moved from Consent Agenda**—Consensus was to move the division by-laws item to 6.a as an action item.

**President's Report**--President Alesandrini's report on the NSBA Central Region Meeting, hosted by the Ohio School Boards Association, the July 29 IASB Executive Committee and the August 5, Resolutions Committee in Oak Brook were presented on page 22 of the meeting packet. There were no questions, comments.

**Executive Director Emeritus' Report**--The Executive Director Emeritus' report of his activities for the period May 17 through August 18, and a listing of the groups with which he is involved on behalf of the Association, was presented on pages 23-24 of the meeting packets. There were no questions, comments.

**Executive Committee Minutes, July 29, 2011**--Minutes for the July 29, 2011, Executive Committee Meeting, at which the Committee set a schedule for the Aspen group to facilitate a governance policy conversation with the Board of Directors for the August 26-28 meeting in Oak Brooks Hills; reviewed 3<sup>rd</sup> quarter policies; and discussed committee appointments, fall division meeting schedule, board self-evaluation process, the Executive Director Emeritus' evaluation, current budget/conference update, and agreed to recommend approval of South Cook, Northwest, Kishwaukee, Starved Rock, Lake, West Cook and Three Rivers' division by-laws to the Board of Directors at its August 28 meeting.

## Board of Directors' Minutes – August 28, 2011

**Membership Report—FY 2011-12**--The historical membership summary, contained in the meeting packet report, reflected a stable 98.4-98.9 membership percentage for the period 2005-2011. The 2011 summary of changes showed a membership reduction of 2, one from consolidation and one from non-renewal, and 2 new members.

### Division By-Laws

Joanne Zendol questioned why the Board of Directors approves division by-laws. President Alesandrini responded divisions are a part of the Association and, as such, their by-laws need to align with Association goals. If a division makes changes to its by-laws, these must be resubmitted to the Board for approval.

**Action:** Karen Fisher moved, seconded by Sue McCance and carried unanimously, that the submitted by-laws for Kishwaukee, Lake, Northwest, South Cook, Starved Rock, Three Rivers and West Cook be approved.

### Monitoring Reports

#### POLICY I-1, ENDS/Mission, pages 64-65

This policy is in compliance at this time.

#### POLICY II-1, EXECUTIVE LIMITATIONS, General Executive Constraint, Page 69

This policy is in compliance at this time.

#### POLICY II-2, EXECUTIVE LIMITATIONS, Staff/Volunteer Treatment, Page 70

This policy is in compliance at this time.

#### POLICY II-4, EXECUTIVE LIMITATIONS, Financial Condition, Page 71

This policy is in compliance at this time.

#### POLICY II-7, EXECUTIVE LIMITATIONS, Compensation and Benefits, Page 88

This policy is in compliance at this time.

Roger Pfister suggested that the Board of Directors change this policy to comply with OES guidelines and the Board receive quarterly reports until such time as this is resolved. President Alesandrini stated this suggestion would be taken up by the Executive Committee and brought back to the Board for action at the November 20, 2011, Board of Directors' Meeting.

#### POLICY II-8, EXECUTIVE LIMITATIONS, Communication and Counsel to the Board, page 89

This policy is in compliance at this time.

## Board of Directors' Minutes – August 28, 2011

### POLICY II-11, EXECUTIVE LIMITATIONS, Protection of Image, Page 90

This policy is in compliance at this time.

### POLICY III-2, Governance Style, Pages 91-92

This policy is in compliance at this time.

Based on the governance discussions led by Aspen, Mark Metzger commented that in the future there will be a more detailed compliance report on each policy item. President Alesandrini then stated the policy will be presented, there will be a compliance or non-compliance statement, followed by a statement documenting the basis for the statement and then the Board will take action to indicate its agreement or non-agreement with the statement. However, Alesandrini said the Board will not see this kind of reporting until the February, 2012 meeting.

### POLICY III-2, GOVERNANCE PROCESS, Board Committee Principles, Page 93

This policy is in compliance at this time.

### POLICY III-6, GOVERNANCE PROCESS, Committee Structure, Page 94

This policy is in compliance at this time.

### POLICY III-6A, GOVERNANCE PROCESS, Executive Committee, Page 95

This policy is in compliance at this time.

### POLICY III-6B, GOVERNANCE PROCESS, Resolutions Committee, Page 96

This policy is in compliance at this time.

### POLICY III-6C, GOVERNANCE PROCESS, Nominating Committee, Page 97-100

This policy is in compliance at this time.

Discussion comments: Ben Anderson stated he would like to get away from downtown language. President Alesandrini noted where meetings are held does not need to be in policy. Sue McCance questioned as to what happens when the member and the alternate cannot attend the meeting. Alesandrini responded it may be necessary to add a third alternate to the policy. McCance questioned what procedure might be followed when there is an even number of members, as well as when the sitting chair is a candidate.

### POLICY III-6D, GOVERNANCE PROCESS, Audit Committee, Page 101

This policy is in non-compliance at this time.

## Board of Directors' Minutes – August 28, 2011

Non-compliance resulted from the Audit Committee not being able to meet at the 3<sup>rd</sup> quarter meeting, due to the governance policy session with the Aspen group. The audit meeting was moved to the fourth quarter, Thursday, November 17, in conjunction with the Annual Conference.

### POLICY III-7, GOVERNANCE PROCESS, Annual Board Planning Cycle, Pages 102-103

This policy is in compliance at this time.

### POLICY IV-1, BOARD-STAFF RELATIONSHIP, Executive Director Role, Page 104

This policy is in compliance at this time.

### POLICY IV-2, BOARD-STAFF RELATIONSHIP, Delegation to the Executive Director, Page 105

This policy is in compliance at this time.

### POLICY IV-3, BOARD-STAFF RELATIONSHIP, Executive Director Job Description, Page 106

This policy is in compliance at this time.

### POLICY IV-4, BOARD-STAFF RELATIONSHIP, Monitoring Organizational Performance, Page 107

This policy is in compliance at this time.

### IASB Board Self-Evaluation, Pages 108-115

The results of the 2011 Board's self-evaluation of process improvements to the governance process showed that from 10 to 13 of the thirteen returns indicated the Board felt it was in compliance with all policies.

### IASB Executive Director Emeritus Evaluation, pages 122-126

The fifteen respondents completing the survey rated all areas, except for two, in the 93-100 yes percentiles. These two areas were rated at 87% yes.

### Budget Update

Updating the Board on the current budget, the Executive Director Emeritus felt that the projected \$500,000 deficit would more realistically be closer to \$100,000 due to staff- originated savings even though revenues from all income producing areas, including sponsorship programs, have been below projected levels due to the current economic conditions. It is hoped that health care costs will be better next year than the last two. Johnson stated the budget is promulgated on a worst case scenario premise and there is reason to believe conditions will improve for the next year.

## Board of Directors' Minutes – August 28, 2011

### Annual Conference Update

Executive Director Emeritus Johnson reviewed conference activities and noted a group of young performers will present a program based on real stories from the lives of real teenagers of the real issues confronting their lives today. A disclaimer has been placed in the program and will be on program signs alerting attendees to issues/language which some might find objectionable. Johnson also noted: A leadership training session will be offered for board member compliance with new leadership training requirements and it is noted the currently seated board members do not need to do this at this time. Harris Bank has confirmed a \$15,000 sponsorship for the 1<sup>st</sup> General Session and will announce the selection of a local board member to ride on their Saturday evening parade float. The Board of Directors will be in an all-day session with Aspen International on Thursday. This replaces the Board meeting normally held on that day and the Board will combine the Thursday meeting schedule with the Sunday morning breakfast meeting. The possibility of a meeting between division chairmen and the Lieutenant Governor is being pursued.

Johnson also outlined the activity schedule for the February Leadership Conference and Board functions:

**Friday, February 24, 2012**—The Board of Directors will meet with the Aspen group beginning with a 7:15 a.m. breakfast until 4:30 p.m. The Leadership Conference activities will commence with a reception/dinner program and dessert coffee, 5:30-9:30 p.m.

**Saturday, February 25, 2012**—The Leadership Conference will continue, commencing with a 7:15 a.m. breakfast and concluding with lunch at 12 noon. Executive Director candidates will be interviewed on Saturday afternoon and a Board dinner is scheduled that evening.

**Sunday, February 26, 2012**—A meeting of the Board of Directors will commence at 7:15 a.m. with breakfast and conclude with lunch at 12 noon.

It should be noted that Board members will need to arrive at the Hyatt on Wednesday evening and Meetings Management staff will make the necessary arrangements to have Directors scheduled to arrive on the 17<sup>th</sup> moved back to a 16<sup>th</sup> arrival at their confirmed hotel.

### Staffing Update

The Executive Director Emeritus reviewed the staffing update contained in the meeting packet: Six staff promotions, retirement of part-time consultant for Board Development Nesa Brauer and Field Services Director John Cassel. Laurel DiPrima will move from the policy area to fill the Field Services Director slot, and Brian Zumpf will replace DiPrima in the policy position on September 1.

### 2012 NSBA Delegate Assembly Appointments

President Alesandrini announced the 2012 NSBA Delegate Assembly appointments: Carlyne Brooks, Karen Fisher, Joseph Alesandrini, and Jesse Ruiz, delegates and Phil Pritzker and Dale Hansen, alternates. The Association pays the full expenses for delegates and only the registration fee for alternates.

# Board of Directors' Minutes – August 28, 2011

## Resolutions Committee Report

Vice President and Resolutions Committee ChairCarolyn Brooks directed attention to the report of the August 5, Oak Brook meeting of the Resolutions Committee where twenty resolutions were presented for consideration. The committee voted to adopt six of the presented resolutions. In response to Karen Fisher's inquiry as to whether or not some of the do not adopt positions might be brought to the Delegate Assembly, Alesandrini noted that Lincoln Elementary District 156 stated they will appeal.

## IHSA Report

IHSA Representative Mark Harms stated the IHSA board is currently dealing with three issues:

- The Concussion Policy, Senate Bill 200—All schools must have a policy and athletes must sign a statement for each sport in which they are involved.
- Classification—IHSA has gone to a four class system and is attempting to get some re-alignment for transportation benefits.
- Drug Testing—Although no longer a state mandate, IHSA has agreed to continue the program, at a cost of approximately \$150,000, even without state funds.

IHSA will be participating in the programming for the Joint Annual Conference.

## Legislative Report

Associate Executive Director for Advocacy/Governmental Relations Ben Schwarm distributed and discussed an overview of the 2011 legislative session. Schwarm stated that not only was the volume of legislation trying in 2011, the content was substantial as well. Comprehensive education reform, pension reform, attempts at mandatory consolidation of school districts, Workers' Compensation Act reform, attempts at reform of the Tax Increment Financing (TIF) statute, a significant rewrite of the teacher certification statute and legislation to form a new Charter School authorizing agent were all on the table. IASB was successful in defeating the legislation on mandatory school district consolidation and worked hard on the TIF reform bill, though it was not approved. Pension reform legislation was pushed off for the fall Veto Session. Schwarm noted the new education reform law makes significant changes to the way a school district hires, dismisses and reduces staff. No longer is teacher seniority the sole measurement among staff for reductions in force and teacher call-backs.

## IASB Service Associates Report

IASB Service Associates Representative Steve Larson reported that Service Associates are sponsoring six to seven conference panels and there are twenty-five entries for the Educational Environment Exhibits. Larson also presented PCM+D of East Peoria, a company providing a full range of architectural services to Illinois school districts, for Service Associate membership, as recommended at their August 19<sup>th</sup> conference call meeting.

**Action:** Mark Metzger moved, seconded by Roger Pfister and carried unanimously, that a Service Associate membership invitation be issued to PCM+D of East Peoria.

## Board of Directors' Minutes – August 28, 2011

### IASB Pension Program Report

An update of the program provided to all IASB employees was outlined on page 133 of the meeting packet. There were no comments/questions.

### NSBA Executive Director's Summer Institute Report

Executive Director Emeritus Johnson reported that 41 state association execs attended the NSBA Executive Director's Summer Institute where discussion centered on NSBA advocacy, its costs and how to structure a new formula; the possibility of the states hiring their own lobbyist; and some states questioned whether they could participate with IASB to supplement their association's advocacy.

### NSBA President's Retreat

President Joseph Alesandrini and Vice President Carlyne Brooks participated in the NSBA President's Retreat held in Mystic, Connecticut. Both expressed the feeling that most sessions were geared to a local board view rather than an association level board. However, this perception could be due to IASB having a staff of 78 while most other state associations' staff is limited to 4-5 except for California and New York which are more similar to Illinois. Both also expressed the opinion that the networking is the best part of these retreats.

Vice President Brooks commented on the Jason Project which connects students with scientists and researchers in real and near-real time, virtually and physically, to provide mentored, authentic and enriching science learning experiences. Mystic Aquarium, one of the world's largest aquariums, is operated by Sea Research Foundation that manages the Jason Project founded by Dr. Robert D. Ballard.

### Executive Director Search Update

President Alesandrini stated he will be sending Board members an update on the Executive Director Search process.

The meeting was adjourned at 12:15 p.m. The next meeting of the Board of Directors will be a breakfast meeting, commencing at 7:15 a.m., Sunday, November 20, 2011, in Columbus C/D, Hyatt Regency Chicago.