

**International Institute of Municipal Clerks  
Board of Directors Annual Meeting  
Minutes  
May 21, 2007  
New Orleans Marriott  
New Orleans, LA**

1. The meeting was called to order at 8:00 AM by President Marcella O'Connor
  
2. Roll call  
Present  
Marcella H. O'Connor, MMC, President; Charles E. Tokar, MMC, Incoming President-Elect; Dyanne C. Reese, CMC, Vice-President; Susan L. Morrow, MMC; Immediate Past President; Tina Ward Shuart, MMC, I; Linda C. Cohen, MMC, I; Phillip J. Campbell, MMC, II; Allan R. Susen, CMC, II; Cheryle R. Ratliff, MMC, III; Glenda A. Morgan, MMC, III; Gloria D. King, MMC, IV; Eddie R. Myers, CMC, IV; Sally Oglesby, MMC, V; Kathryn A. Dornan, CMC, V; Carol S. Alexander, CMC, VI; Carolyn Brownfield, MMC, VI; Brenda M. Cirtin, MMC VII; Rick Goeckner, MMC, VII; Buster J. Brown, CMC, VIII; Gloria A. Leija, MMC, VIII; Sheri L. Pierce, CMC, IX; Colleen J. Nicol, MMC, IX; David W. J. Calder, CMC, X; Bernie White, CMC, X; Ronny Frederickx, XI; Tom Van der Hoven, XI  
  
Participating was Chris Shalby, Interim Executive Director; Dr. Mohammad Eftekhari, Director of Education/Research; Denice Cox, Office Manager, Janis Daudt, Director of Member Services; Pilar Archer, Accounting Manager; Janet Pantaleon, Administrative Assistant  
  
Serving as Parliamentarian/Recorder was Christina N. Wilder, IIMC Past President  
  
In attendance was Mary Lynne Stratta, MMC; Brenda Young, MMC; Pam Kolacy, CMC; Carol Jacobs, MMC; Stephanie Kelly, CMC
  
3. Agenda approval  
Motion by Campbell, seconded by Alexander, to approve the agenda. Motion carried.
  
4. Consent agenda approval
  - a. Minutes of the October 29, 2006 Midyear Board meeting
  - b. Notes of the January 5, 2007 Board Teleconference
  - c. Notes of the January 16, 2007 Board Teleconference
  - d. Notes of the March 8, 2007 Board TeleconferenceMotion by Brown, seconded by Nicol, to approve and ratify minutes listed on the consent agenda as corrected. Motion carried.
  
5. Municipal Clerks Education Foundation (MCEF) President Dale Barstow addressed the IIMC Board  
Mr. Barstow reported that a gross total of \$225,000 was raised in the last year. Investments yielded an increase of almost 20% and the base fund is now at \$1,225,000. The City Clerks' Association of California established an endowment of \$25,000 subsequent to the Anaheim Conference. The MCEF's expenses totaled approximately 20% and the goal of

the foundation is to reduce that figure to 5-10%. A list of the scholarships awarded in the last year was provided to the Board.

Directors Leija and Brown presented checks amounting to \$500 from several state associations within their region. The donations are a result of a letter sent by Director Brown to each organization.

6. Committee reports requiring no action
  - a. Budget and Planning
  - b. Education & Personal Growth Committee -- No Report submitted
  - c. Elections – No Report submitted
  - d. Membership Committee - Attachment Region XI Analysis
  - e. Mentoring Committee
  - f. Program Review/Certification - Ambassador Program Form
  
7. Committee reports requiring action
  - a. Accreditation/Credentialing Task Force  
Motion by Susen, seconded by Nicol, that the Task Force continue with the application process toward accreditation of our education programs through the National Commission for Certifying Agencies (NOCA)
  
  - b. Code of Ethics Task Force - Statement of Intent and Principles of Conduct  
Motion by Brown, seconded by Campbell that the Code of Ethics relating to members of the International Institute of Municipal Clerks be submitted to the general membership for approval
  
  - c. Conference Policy Report –Suggested Changes to Planning Manual presented by Director Cirtin  
Motion by Cirtin, seconded by King, adopting the changes to the Conference Planning Manual and instructing the committee to make recommendations regarding sponsorship guidelines at the mid-year Board meeting. Motion carried.
  
  - d. Constitution Task Force Report w/attachments
    - (1) Constitution amendment to provide for election of Vice-President by mail ballot
    - (2) Constitution amendment rewriting Article III, Section F. Regions
    - (3) Honorary Membership Policy
    - (4) Policy filling vacancy for office of Vice-President
    - (5) Constitution amendment providing for balanced budget and reserve fund.
 Motion by Campbell, seconded by Alexander, to accept the recommendations indicated above. Motion carried. (No action taken on the Task Force report's Attachment A (2) and Attachment E.)
  
  - e. International Relations – Ronny Frederickx
    - (1) That the Board adopt a strong declaration for the support and continuation of the international dimensions of IIMC and provide the necessary means to execute that mission.
    - (2) That the conference planning procedure and guidelines be revised and retrofitted for planning those conferences held outside North America.
    - (3) That the Board keep the International Relations Committee (IRC) and Region XI fully informed of the relationships with other organizations and, if necessary,

institute policies whereby the IRC assist the Executive Committee in realizing new relationships and finessing present ones.

- (4) That financial support be designated for the full support of the study programs both inside and outside North American through the budget process.
- (5) Proceed with a focused approach to international membership growth as presented by the Executive Director.
- (6) Proceed, with the International Relations, Membership and Marketing Committees in a joint approach, to increase international membership.
- (7) Support Executive Committee and staff international travel only where there is potential benefit to IIMC and the international contact.
- (8) Reaffirm the commitment to hold a conference at an international venue every ten years.

Motion by Nicol, seconded by Campbell, to accept the recommendations of the International Relations Committee including Board amendments Motion carried

f. Policy Review Task

- (1) Policy recommendation to establish a Non Lapsing Reserve Fund

Motion by Goeckner, seconded by Brownfield, to eliminate the term 'general fund' from the policy and to add the words 'after a three year period of time, to review the possibility of increasing the reserve percentage.'

Motion to amend by Cirtin, seconded by Cohen, to add the words 'from 5% to not less than 8% nor more than 10%.'

Motion carried as amended.

- (2) Recommendation to amend the Employees' Handbook

Motion by Campbell, seconded by Susen, to accept and implement the recommendations. Motion carried.

g. Property Assessment Task Force – Mid-Year Report

Motion by Morrow, seconded by Brown, to dissolve the Task Force with the Board's thanks and appreciation for the work done by the members. Motion carried. Ayes – 15, Nays – 11. Roll call: Ayes - Shuart, Susen, Ratliff, King, Myers, Dornan, Brown, Leija, Pierce, Nicol, Calder, White, Van der Hoven, Reese, Morrow. Nays – Cohen, Campbell, Morgan, Oglesby, Brownfield, Cirtin, Goeckner, Fredericks, Tokar, O'Connor

h. Public Relations & Marketing Committee

- (1) Five-year Marketing Plan – request adoption and implementation.

- (2) Expanding the Municipal Clerk Week's celebration and approaches to the Postal Authorities around the world for commemorative stamps – Recommend that IIMC utilize more effective marketing tools to elevate the profession and bring recognition to the Clerk by developing meaningful training methods to add new skills; i.e., leadership tracks, such as Conflict Resolution, and others.

- (3) Examine the potential for positive advancement of Municipal Clerks through the internet - Recommend that IIMC fold into Five-Year Marketing Plan.

Motion by Van der Hoven, seconded by Pierce, to accept the recommendations of the Committee with the Board's thanks and appreciation for the work done by its members. Motion carried. (No action taken on Recommendation 4.)

i. Records Management

Motion by Shuart, seconded by Morgan, that the Committee continues to work towards applying for an NHPRC Grant to fund the updates to the teaching compendium used by all Institutes on Records Management with the Board's thanks and appreciation for the

work already done by its members. Motion carried.

j. Research

- (1) That the results from 1200 surveys received providing input as to why IIMC members do not attend the Annual IIMC conference be compiled and presented to the IIMC Board no later than the mid-year meeting.
- (2) That conference attendees be surveyed a month following the conference via e-mail so that greater feedback on the conference education sessions can be obtained.
- (3) That the IIMC Institute Director has more input into the goals and objectives established for the Research Committee and that there be better communication between the IIMC Board and the Director of Education on what is needed from the Research Committee.
- (4) Examine potential changes to the way the evaluation forms are distributed in the hopes of receiving a larger response.

Motion by Cohen, seconded by Brownfield, to accept Committee's recommendations. Motion carried.

Motion by Cirtin, seconded by Brown, to direct the staff to send a survey, through the News Digest, to those members who do not attend conferences for reasons as to why they were not able to attend; compile and present report to the Board of Directors and the Conference Policy Committee by the end of the year. Motion carried.

k. Resource and Information Committee recommendations

- (1) Continue to provide responses to questions from the membership.
- (2) Continue discussions with IIMC staff on establishing a message board.
- (3) Continue to ensure information on the IIMC web site is user friendly and accurate.
- (4) Complete the review of IIMC publications.

Motion by Nicol, seconded by Myers, to accept the recommendations of the Committee. Motion carried.

8. Athenian Dialogue Report w/recommended changes to program – Paul R. Craig, Senior Fellow, University of Illinois at Urbana Champaign

- a. Recommendation No.1 – Direct the Education Department to work with the Program Certification and Review Committee to establish criteria for awarding points for Dialogues in the Athenian Leadership Society. The implementation of this policy directive is to be carried out consistent with sound practices that are compatible with awards given for participation in other IIMC programs.
- b. Recommendation No. 2 – Re-configure the Advisory Council, clarify its role and stipulate how program managers will access the council. In configuring the new Advisory Council reduce it to six members, three from IIMC and three from the University of Illinois. This recommendation proposes that the Director of Education/Research and two member Clerks be appointed by the President of IIMC comprise the Advisory Council representing IIMC. The Director of Education and Research will be a permanent member and the Clerks will be appointed or re-appointed bi-annually by the President of IIMC. For the University of Illinois the recommendation is that the Director of the Athenian Leadership Society be the permanent member along with two additional members appointed by the Chancellor of UIUC and retained or replaced at his discretion. Shaping the Advisory Council in this fashion will provide continuity plus the opportunity to introduce new insights. One of the members will be designated Chair by collaboration between the President of IIMC and the Chancellor of UIUC.

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Motion by Nicol, seconded by Ratliff, to accept the recommended changes (No, 1 and No, 2) to the Athenian Leadership Program. Motion carried.

9. a. 2006 Financials

- (1) 2006 Management letter
- (2) 2006 Financials
- (3) 2006 Trial Balance
- (4) 2006 Adjusting Journal Entries
- (5) MCEF Line of Credit – verbal

b. 2007 Budget

- (1) Clifton Gunderson report
- (2) 2007 Budget w/suggested recommendations – Pilar Archer, Finance Manager

Motion by Goeckner, seconded by Susen, to receive the reports as presented.  
Motion carried.

10. International Travel – Charles Tokar (verbal)

11. Reconsideration of Award of 2010 Conference to Sydney

Motion by Nicol, seconded by King, to rescind the award. Motion carried.

Motion by Brown, seconded by Calder, to enter into executive session to discuss litigation and personnel issues (3:30 PM). Returned to public meeting (4:00 PM).

12. Executive Director Contract for Services

Moved by Nicol, seconded by Susen, that authorization be given to execute a contract with Mr. Shalby for the position of Executive Director as written including all amendments agreed upon by Mr. Shalby and the Board. Motion carried. Ayes – 25, Nays – 1.

For the record Director Goeckner disagreed with the severance clause in the contract for Mr. Shalby.

13. Constitution Policy Amendments

Motion by Nicol, seconded by Susen, to refer the report submitted to a Task Force to be appointed by President-Elect Tokar in order to study, in cooperation with the Executive Director, the suggested Constitution and policy changes for a report to the Board at the mid-year meeting.  
Motion carried.

14. Staff Reports

a. Education Update -- Mohammad Eftekhari, Ph.D.  
Written report attached.

b. Membership – Janis Daudt (verbal)

Total membership as of April, 2007 is 10,277, the highest in a five year period.  
79% of our members have e-mail which enhances IIMC communications.  
Twenty-eight new members have been realized as a result of the membership contest.  
There are two prizes of \$250 gift cards yet available in the contest.

15. Annual Conference Updates –Chris Shalby and Tim Seeden, Association Solutions, Ltd.

- a. 2007 - New Orleans, LA
- b. 2008 – Atlanta, GA
- c. 2008 – Chicago, IL

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- d. 2010 –  
There is as possibility the conference will be held in the City of Brighton in the United Kingdom as a joint meeting of the IIMC and the Society of Local Council Clerks (SLCC)
- e. 2011 – Nashville, TN

16. National Affiliation and Association Activities

- a. ACSeS - England/Wales
- b. ATAM - Portugal
- c. Royal Association of City Secretaries - Belgium
- d. Bulgaria Affiliation Agreement – no action required
- e. France – No agreement in place
- f. Hungary Affiliation Agreement – no action required
- g. IAM - Israel
- h. IMASA – South Africa
- i. Society of Local Council Clerks (SLCC) – England
- j. SOLAR- Scotland
- k. UDITE – European Union
- l. VGS request to rescind - The Netherlands  
Motion by Dornan, seconded by Myers, to rescind the agreement with the VGS. Motion carried.

17. Report from Directors and Executive Committee

18. Other Business

19. MCEF's Dale Barstow and Wayne Hussey presented 'Plan Giving' to the IIMC Board which is a program to bequeath a gift to the MCEF in one's will.

20. ADJOURNMENT – 5:13PM