

<p>Board of Directors' Meeting Minutes Saturday, June 13, 2020</p>

IASB Board of Directors' Meeting

Virtual Meeting

Present:

Tom Neeley	President	Morton
Simon Kampwerth, Jr.	Vice President	Peru
Joanne Osmond	Immediate Past President	Lake Villa
Alva Kreutzer	North Cook	Elk Grove Village
Bill Alexander	Abe Lincoln	New Berlin
Carla Joiner-Herrod	West Cook	Broadview
Chris Buikema	Northwest	Rock Falls
David Rockwell	Blackhawk	Rock Island
Dennis Inboden	Wabash Valley	Robinson
Jim McCabe	Starved Rock	Utica
Lanell Gilbert	South Cook	South Holland
Linda Eades	Treasurer/Kaskaskia	Hettick
Marc Tepper	Lake	Buffalo Grove
Mark Christ	Southwestern	O'Fallon
Mark Harms	Corn Belt	Flanagan
Mark Jolicoeur (Ex-Officio)	Service Associates Representative	Chicago
Michelle Skinlo	Illini	Mattoon
Rob Rodewald	Three Rivers	Bourbonnais
Robert Geddeis	Kishwaukee	Rockton
Sheila Nelson	Shawnee	Cairo
Thomas Ruggio	DuPage	Woodridge
Tim Custis	Central Illinois Valley	Washington
Tracie Sayre	Two Rivers	Arenzville
Sue McCance	Western	Cuba
Travis Cameron	Egyptian	Bluford

Absent:

Recording Secretary:

Chris Montrey

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Due to the COVID-19 pandemic, the June Board of Directors' meeting was held as a virtual meeting through ZOOM online video conferencing.

Introductions and Announcements

President Tom Neeley called the meeting to order at 10:00 a.m. He welcomed the Board of Directors to the June 2020 meeting.

Additions to and Approval of Agenda

President Tom Neeley stated that agenda item #12 "2020 Joint Annual Conference Review" will be moved just prior to agenda item #9 "FY21 Budget Presentation and Approval". He stated that item #12 was an informational item yet it is relevant to the FY21 Budget.

Action: Simon Kampwerth, Jr. moved, seconded by Sue McCance, to approve the June 13, 2020 meeting agenda with modifications; motion carried.

Approval of March 7, 2020 Board of Director Meeting Minutes

Executive Director Tom Bertrand recommended modification to the March 7 Board of Directors' meeting minutes which included language change to the motion taken regarding Kimberly Small's appointment to the IEC Board of Directors which was retroactive from October 18, 2018.

Motion should read as follow: "Sue McCance moved, seconded by Tim Custis, to approve the motion as presented in the meeting packet appointing Kimberly Small to be the IEC Board of Directors; motion carried."

Action: Bill Alexander moved, seconded by Tim Custis, to approve the March 7, 2020 Board of Directors' Meeting Minutes with modification; motion carried.

Approval of Consent Agenda

President Tom Neeley stated that agenda item #7 "Governance Cultures" would be moved to the Consent Agenda. This includes GC-1, GC-2, GC-3, GC-6, B/EDR-3, and B/EDR-4. He asked if any Board of Director would like to remove any items from the Consent Agenda.

No items were moved.

Action: Mark Harms moved, seconded by Rob Rodewald, to approve the Consent Agenda which included the Governance Cultures (President's Report; Executive Director's Report; April 24, 2020 Executive Committee Meeting Minutes; FY 2020 Membership Report; Meeting Process Debrief; GC-1; GC-2; GC-3; GC-6; B/EDR-3; and B/EDR-4); motion carried.

Monitoring Governance Culture – R-3 Member Advocacy

Executive Director Tom Bertrand reviewed the R-3 report noting the live link to a video that the Communications department and the Government Relations staff collaborated on to record the Resolutions Committee along with interviews from that committee. He also stated that the Government Relations staff monitor the "rule-making process" of laws and communicates with the Joint Committee on Administrative Rules (JCAR) to determine if the rules follow the intent of the law. Bertrand remarked that

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the Governmental Relations department adapted well to using virtual communication with members and that he receives positive feedback regarding the Legislative Report.

Action: Rob Rodewald moved, seconded by Dennis Inboden, to approve Result Performance Indicator R-3 as presented; motion carried.

Monitoring Reports – Operational Expectations

Executive Director Tom Bertrand reviewed each Operational Expectation (OE) that was presented in the meeting packet asking for recommended changes to each.

OE-5: Bertrand stated that this indicator focuses on compensation and benefits. He reviewed the FY20 Budget including salary, benefit, and TRS information.

No changes were recommended.

OE-6: Bertrand stated that OE-6 pertained to the financial planning of the annual budget of the Association. He reviewed the Salaries and Benefit chart located in the report. Bertrand stated that due to the pandemic the impact of the future is unclear; however, member dues amounts that have been paid for FY21 are at a similar rate than previous years. He also stated that the 2020 Joint Annual Conference fee will not be increased over last year.

No changes were recommended.

OE-8: Bertrand stated that this indicator pertains to asset protection and that facility needs such as an inspection of the Springfield office's roof and the review of the Human Resources Handbook. He also stated that the Board of Directors approved changes to policy OE-8 to include an Association investment policy and that General Counsel has been reviewing contracts associated with the Joint Annual Conference.

No changes were recommended.

Action: Simon Kampwerth, Jr. moved, seconded by Rob Rodewald, to approve OE-5, OE-6, and OE-8 as in full compliance as presented; motion carried.

2020 Joint Annual Conference Review

President Tom Neeley explained that he moved this agenda item so that the Joint Annual Conference would be discussed before the Budget approval since the decision to cancel the Conference will have an impact on the Budget.

Executive Director Tom Bertrand polled members regarding if their local school boards were planning on participating in the Conference. A majority of their local school boards were planning to register at least one individual.

Bertrand spoke, in regards to the pandemic, of the variables in the hotel contracts that are being reviewed and the impact if students did not go back to school and continued to receive remote learning. He reviewed

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restrictions that the pandemic will cause and changes that may need to be made in having the Conference such as a limited bookstore, homeroom, and General Assembly.

A discussion took place regarding the pros and cons of having a virtual Conference and the process of registration refunds if the Conference was cancelled.

Bertrand updated the Board of Directors of what the Alliance Associations are contemplating for each of their individual conferences and stated that he is in communication with the executive directors pertaining to the Joint Annual Conference.

FY20 Budget Update and FY21 Budget Presentation and Approval

FY20 Budget Update: Treasurer Linda Eades reviewed the April Financial Report. She noted the dues received and net asset amounts. She reviewed the Cash Flow Projection report and the Cash & Investment Position charts. Eades also reviewed the Investment report stating that there has been some fluctuation in the market due to the pandemic and she compared FY20 dividends to previous years.

Executive Director Tom Bertrand added that there has been volatility in the market and that at this time it is a difficult interest rate environment.

FY21 Budget Presentation and Approval: Executive Director Tom Bertrand explained that there are two different scenarios for FY21 Budget due to the uncertainty of the Joint Annual Conference. He reviewed both scenarios focusing on revenues such as: member dues, Joint Annual Conference, Royalty programs, member services, and Executive Searches; and expenses such as: salaries, benefits, and operational overhead.

Chief Financial Officer Jennifer Feld explained the two scenario amounts and explained that the Payroll Protection Program revenue was placed in the current FY20 budget, however, the Association had recently been informed that the PPP revenue could be considered revenue in FY21.

A discussion took place regarding both scenarios and a recommendation was made that the FY21 Budget should be modified to show the revenue from the Payroll Protection Program to be received in FY21. The Board of Directors all agreed that this modification should take place.

Action: Alva Kreutzer moved, seconded by Sue McCance, to approve modifications to FY21 Budget showing revenue received from the Payroll Protection Program being received in FY21; motion carried.

The Board of Directors agreed that FY21 Budget Scenario A would be approved which includes the Joint Annual Conference while authorizing the Executive Director to cancel the Conference before August if necessary.

Action: Tim Custis moved, seconded by Rob Rodewald, to approve Scenario 'A' of the FY21 Budget and to authorize the Executive Director to cancel the 2020 Joint Annual Conference if appropriate and prior to the August meeting of the Board of Directors; motion carried.

Service Associates Report

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Service Associates' Representative Mark Jolicoeur reviewed the report stating that the Service Associate's Executive Committee would like to extend invitations to EOSullivan Consulting to become service associates.

Action: Alva Kreutzer moved, seconded by Linda Eades, to approve invitation to EOSullivan Consulting to become service associates; motion carried.

BOARD LEARNING:

IASB Strategic Priorities Update

Executive Director Tom Bertrand reviewed the Strategic Priorities which was presented in the packet. He reviewed the scorecard in the back of the report stating that he was pleased with member satisfaction and the member retention rate.

Bertrand reviewed the report reviewing different aspects including:

- Policy Services response time for **PRESS**
- Conference registration
- Contracts being reviewed by General Counsel
- IASB Investment Policy and Procedures
- Virtual meetings and webinars
- Member engagement
- Website analytics
- Governmental Relations outreach work to members
- Communication survey results

Member Outreach Program Update

Executive Director Tom Bertrand reviewed the Virtual Meeting report that was presented in the meeting packet. He stated that staff adapted quickly to moving to virtual meetings during the pandemic and he commended Associate Executive Director Dean Langdon on his work with these changes.

Dr. Bertrand heard comments from the Board of Directors that included positive feedback from their school districts regarding remote meetings and that school districts have shown an interest in continuing with this format. The Board of Directors asked about data concerning districts' participation. Dr. Bertrand stated that Members Services will gather additional data to show participation rates on the virtual meetings.

NSBA Update

Executive Director Tom Bertrand stated that the pandemic has impacted NSBA as well and they will not be holding any in-person conferences or meetings through the end of the year. He stated that the Summer Leadership Seminar has been cancelled and is waiting to hear regarding the Delegate Assembly.

Bertrand stated that NSBA's new executive director is Anna Maria Chávez.

Immediate Past President Joanne Osmond gave an updated report regarding the NSBA Governance Review Committee stating that the committee's final report was turned in and she has a meeting set to meet with the new executive director.

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Policy Review Committee Update

Vice President Simon Kampwerth thanked the Committee members for the work. He stated that they had a meeting and reviewed B/EDR-4 with the recommended language change that was brought forth from the Executive Committee. He stated that the Committee agreed on changes and that the full Board of Directors will review B/EDR-4 at the August meeting.

Board Self-Evaluation Review

Consultant Angie Peifer stated that the Board self-evaluation will take place at the August meeting. If this meeting is in-person, responses will be made with clickers; however, if this meeting is held as a virtual meeting, responses may be given through a survey format.

Legislative Report

Deputy Executive Director Ben Schwarm gave a legislative update stating that due to the pandemic the General Assembly did not meet from March until May 20. In May, the Senate met at the Capital and the House met at the BOS Convention Center with restrictions placed on the public to attend. He stated that education had no cuts to this year's budget and explained the Budget Implementation bill regarding the governor's flexibility to move funds from different line items of the budget.

Schwarm reported on different legislative topics such as remote learning, teachers' certification and evaluations, ESP unemployment insurance, the use of schools as polling places, and extensions to a bill affecting retired teachers who substitute.

IHSA Report

IHSA Representative Mark Harms reported on IHSA Stage 1 of Return to Play, which was a document shown virtually during the meeting to the Board of Directors, stating that as of June 6 schools are permitted to open for strength and conditioning sessions with limits such as students can only participate three hours per day, social distancing of six feet must be maintained, and no more than 10 individuals at one time. Camps are still not allowed at this time.

Harms stated that IHSA will be meeting on Monday, June 15 and will be determining details of the state basketball tournament.

A discussion took place regarding IHSA's implementations for school guidelines and that liability was held at the local school districts level.

2020 Spring Division Meeting Update

Executive Director Tom Bertrand reviewed the Division Meeting schedule and stated that the last in-person Division Meeting was on March 12. Since this date, all meetings have been held as virtual meetings due to the pandemic.

Staffing Update

Executive Director Tom Bertrand reviewed the staffing report stating that the assistant manager position in the Meetings Management department will remain vacant until a decision is finalized regarding the Joint Annual Conference.

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Discussion of Future 4th Quarter Board of Directors' Meeting Date

Executive Director Tom Bertrand stated that he would like to confirm how many Board of Director members were wanting the August meeting to take place in-person or to have virtually. A poll was taken by the Board and the outcome from the poll showed that the majority would like to have the meeting in-person.

Communications:

Executive Director Tom Bertrand reviewed the letter that will be sent to the governor which the Board received via email on June 11. He stated that members should encourage their local school boards to write letters to legislators regarding schools opening in the fall and the decision should be local control for each district.

Discussion took place regarding communication from IASB to its members encouraging letters be sent to legislation.

NSBA Summer Leadership Seminar – Minneapolis – August 13-16

As previously mentions, the NSBA Summer Leadership Seminar has been cancelled.

Other:

Review Issues Pending and Confirm Decisions Made

Administrative Assistant Chris Montrey reviewed all items that had Board approval.

Confirm Future Meeting Dates and Time

President Tom Neeley reviewed future meeting dates stating that from the poll results, taken during the meeting, the August meeting will be in-person if possible.

Meeting Process Debrief

Consultant Angie Peifer led a plus/delta meeting review with the Board of Directors.

Additional Information

Additional informational documents were: Conflict of Interest form, Officers' Candidate Form, Direct Deposit Authorization Form, Staff Organizational Chart, Direct Deposit Form, Board of Directors Expense Guidelines, 2021 NSBA Advocacy Institute, 2021 NSBA Annual Conference, and Committee Member list

Executive Session: Executive Director's Contract Approval

At 12:40 p.m. President Tom Neeley called the meeting to closed session to review the Executive Director's contract.

At 1:05 p.m. Neeley called the meeting to open session.

Neeley stated that the full Board of Directors agreed upon a compensation increase and bonus with a one-year extension to Dr. Bertrand's current contract.

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Adjournment

Action: Motion was made and seconded to adjourn the meeting; President Tom Neeley adjourned the meeting at 1:10 p.m.; motion carried.