

Board of Directors' Meeting Minutes
Saturday, June 8, 2019

IASB Board of Directors' Meeting
IASB Office, 2921 Baker Drive, Springfield, IL 62703

Present:

Joanne Osmond	President	Lake Villa
Thomas Neeley	Vice President	Morton
Phil Pritzker	Immediate Past President	Wheeling
Marc Tepper	Lake	Buffalo Grove
Alva Kreutzer	North Cook	Elk Grove Village
Carla Joiner-Herrod	West Cook	Broadview
David Rockwell	Blackhawk	Rock Island
Dennis Inboden	Wabash Valley	Robinson
Linda Eades	Treasurer/Kaskaskia	Hettick
Robert Geddeis	Kishwaukee	Rockton
Michelle Skinlo	Illini	Mattoon
Rob Rodewald	Three Rivers	Bourbonnais
Sheila Nelson	Shawnee	Cairo
Simon Kampwerth	Starved Rock	Peru
Thomas Ruggio	DuPage	Woodridge
Tim Custis	Central Illinois Valley	Washington
Rodney Reif (<i>for Tracie Sayre</i>)	Two Rivers	Arenzville
Sue McCance	Western	Cuba
Lanell Gilbert	South Cook	South Holland
Travis Cameron	Egyptian	Bluford
Mark Christ	Southwestern	O'Fallon
Mark Harms	Corn Belt	Flanagan

Absent:

Bill Alexander.	Abe Lincoln	New Berlin
Chris Buikema	Northwest	Rock Falls
Jason Vogelbaugh (Ex-Officio)	Service Associates Representative	Champaign

Recording Secretary

Chris Montrey

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Introductions and Announcements

President Joanne Osmond called the meeting to order at 12:35 p.m. She welcomed the Board of Directors to the June 2019 meeting and stated that introductions of all the Directors took place during closed session earlier that day.

Executive Director Tom Bertrand stated that the IASB folder that was distributed to all Directors is the packet that new school board directors receive when attending the IASB New Board Member Workshops.

Osmond recognized the following 2019 NSBA Delegates with a certificate for their work at the April NSBA Delegate Assembly: Carla Joiner-Herrod, Mark Christ, Linda Eades, Phil Pritzker, and Tom Neeley. Bertrand also recognized Osmond with a certificate for her work as a NSBA Delegate.

Osmond presented retiring IASB Board of Director Barb Somogyi with a plaque and thanked her for her years of service to the IASB Board of Directors and 41 years to her local school board. Michelle Skinlo and Immediate Past President Phil Pritzker also commended Somogyi on her years of service and how much she will be missed.

Additions to and Approval of Agenda

An amendment was made to the June 8 meeting agenda. President Joanne Osmond added NSBA Governance Review Committee to agenda item #29, 2019 NSBA National Conference Review and NSBA membership Dues Discussion.

Action: Rob Rodewald moved, seconded by Simon Kampwerth, to approve the June 8, 2019 meeting agenda with amendment; motion carried.

Approval of March 2, 2019 Board of Director Meeting Minutes

No changes were recommended to March 2, 2019 Board of Directors minutes.

Action: Sue McCance moved, seconded by Mark Harms, to approve the March 2, 2019 Board of Directors' Meeting Minutes as presented; motion carried.

Approval of Consent Agenda

No items were moved from the Consent Agenda.

Action: Sue McCance moved, seconded by Tim Custis, to approve the Consent Agenda (President's Report; Executive Director's Report; April 26, 2019 Executive Committee Meeting Minutes; FY 2019 Membership Report; and Meeting Process Debrief) as presented; motion carried.

Annual Work Calendar Review and Approval

Consultant Angie Peifer reviewed the changes to the Annual Work Calendar including the Executive Directors' Evaluation being moved to 4th quarter and the Board Self Evaluation will be 1st quarter. The Governance Policies will be moved to the appropriate quarterly meeting that correspond with these

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changes. Strategic Plan Review will be added to each quarterly meeting and Operational Expectations Policy Review will be added to the 1st quarter meeting.

Action: Mark Harms moved, seconded by Simon Kampwerth, to approve the Annual Work Calendar as presented, motion carried.

GC-5 Board Committee

Vice President Tom Neeley stated that the Policy Review Committee had reviewed many of the governance policies for this meeting and a lot of good work had been completed. Neeley stated that the Executive Committee reviewed the changes that the Policy Review Committee made and made a recommendation to include the Executive Committee alternate member to the membership of the Executive Director Search Committee.

No comments or recommendations were noted.

GC-5E1 and GC-5E2 Nominating Committee Procedures

Consultant Angie Peifer explained that the changes to these Exhibits make the candidate's criteria list identical on both forms.

No comments or recommendations were noted.

GC-5E3 Ad hoc Executive Director Search Committee

Consultant Angie Peifer reviewed this new Exhibit to GC-5 stating that this Exhibit details the Ad hoc Executive Director Search Committee. She explained that this committee needs to be detailed so the next time an Executive Director Search needs to be performed the committee has information and guidelines.

President Joanne Osmond reviewed the process that took place when hiring Executive Director Tom Bertrand.

Action: Tom Neeley moved, seconded by Dennis Inboden to approve GC-5, GC-5E1, GC-5E2, and GC-5E3 as presented; motion carried.

B/EDR-4 Executive Director Accountability

Consultant Angie Peifer stated that the only change made to B/EDR-4 was replacing language in #7, "Each August" with "Annually during its Fourth Quarter meeting" to correspond with the change made on the Annual Work Calendar regarding the Executive Directors' evaluation.

Vice President Tom Neeley commended the work that the Policy Review Committee had done on these policies.

Potential B/EDR-5 Emergency Succession

Consultant Angie Peifer stated that this new policy details a plan for an emergency succession for the Executive Directors' position.

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Peifer asked if there were any recommendations for changes to this new policy. No changes were recommended.

Action: Tom Neeley moved, seconded by Rob Rodewald, to approve B/EDR-4 as presented and to adopt B/EDR-5 as a new policy; motion carried.

OE-2 Emergency Succession

Consultant Angie Peifer reviewed that change to OE-2 stating that this additional language was to reference the process stated in B/EDR-5.

Action: Simon Kampwerth moved, seconded by Carla Joiner-Herrod to approve OE-2 as presented; motion carried

Result Indicator R-3

Executive Director Tom Bertrand reviewed the R-3 report stating that this report is related to the IASB Strategic Priorities. Bertrand reviewed the process of the IASB Delegate Assembly which takes place in conjunction with the Joint Annual Conference. He noted in the report that the Governmental Relations department is now issuing an Advocacy Alert, besides a Legislative Report, which highlights bills that conflict with IASB's position statement. Bertrand stated that ISBE had requested professional development training from IASB for their newly appointed board members.

Bertrand asked the Board if they had any questions or comments. No comments or questions were asked by the Board.

Action: Michelle Skinlo moved, seconded by Tom Ruggio to approve 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.

OE-5: Bertrand stated that staff vacancies are aligned when possible with the Association's Strategic Priorities. He stated that a new position has been formed in the Communication department to align with the work for the new website and social media.

Bertrand stated that he uses various tools to determine staff compensation such as data from other associations and ASAE. He also stated that 24 of the employees are participants in the TRS program.

A discussion took place regarding the TRS cap law and how it affects districts.

OE-6: Bertrand reviewed the Salaries and Benefits chart located in this operational indicator stating that some areas that impact this chart are retirements and JAC expenses. He stated that revenue from the JAC's registration, exhibit hall, and other items offset these expenses.

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Bertrand stated that the FY20 Budget coincides with the New Board Member Workshops with this being an election year. Also, capital expenditures are included for some building improvements including carpet replacement in the Springfield office.

Bertrand also reviewed the JAC registration fee of \$499 for the 2019 Conference.

OE-8: Bertrand stated that is operational indicator focuses on the protection of the Association's assets. He commended the Admin Team for their work on reviewing and updating the HR manual. He also stated that a new policy in the HR manual refers to the use of using IASB-issued thumb drives for all staff members.

Action: Mark Harms moved, seconded by Marc Tepper, to approve OE-5, OE-6, and OE-8 as in full compliance as presented; motion carried.

FY19 budget Update/Financial Report

A corrected Executive Summary page was distributed to the Board of Directors. Treasurer Linda Eades reviewed this Executive Summary page and the April 2019 Financial Report which was presented in the meeting packet. Eades stated that the cash balance was roughly \$3.8M which includes deferred revenue that has been received but not yet recognized as revenue. Total assets are \$11M and fixed assets are \$3M. Member equity is currently \$8.2M which is an increase of \$1.1 from the beginning of the year member equity. Eades reviewed the Cash & Investment Position chart explaining the mandatory cash floor and stating that IASB is well above this cash floor. She noted the dividends for April to be \$8K and reviewed the investments with Ameritrade.

Executive Director Tom Bertrand stated that he is researching an investment policy for IASB.

FY20 Budget Approval

Executive Director Tom Bertrand reviewed the FY20 Budget's key revenue variables such as JAC registration, **PRESS**, **PRESS** Plus, Royalty programs, and member dues. He then reviewed the expenses included in the proposed budget. He thanked the staff for the good financial position that IASB is at.

Action: Linda Eades moved, seconded by Rob Rodewald to approve FY20 Budget as presented; motion carried.

Executive Director's Contract Approval

President Joanne Osmond asked if there were any questions regarding the discussion that took place during the closed session meeting that took place earlier in the day.

There were no questions or comments made.

Action: Michelle Skinlo moved, seconded by Tom Ruggio to approve changes to Executive Director Tom Bertrand's employment contract; motion carried.

BOARD LEARNING:

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Legislative Report

Executive Director Tom Bertrand acknowledged the hard work of Deputy Executive Director Ben Schwarm and staff during the spring legislative session.

Schwarm gave a verbal report regarding the legislative session stating that a State Budget had been passed and education received an increase of \$375M in this budget.

Schwarm detailed bills that were passed including the Implementation bill which raised the 3 percent TRS cap to 6 percent and the Construction and Infrastructure bill which is a capital project program for roads, bridges, and schools. He also spoke of maintenance grants, sports gaming, and taxes.

Schwarm reviewed the bill that requires high school seniors to apply for FAFSA to receive their high school diploma. A discussion took place regarding the pros and cons of this requirement and the roles the districts will have keeping the data of each student.

IHSA Report

Mark Harms stated that IHSA Board of Directors do not have a meeting in May and June's meeting would take place next week. He stated that IHSA Board will be discussing the State Basketball schedule and if a change will be made to the previous weekend schedule.

Harms reviewed the IHSA Concussion report that was distributed to the Board of Directors and explained their number matrix per sport. A discussion took place regarding the accuracy of the report.

Service Associate Report

Executive Director Tom Bertrand stated, in Jason Vogelbaugh's absence, that the Service Associate's membership eligibility for new members had changed in their bylaws per the approval of the IASB Board at the last meeting. The new criteria would allow businesses with one year of Illinois experience to become a member instead of having two years of Illinois experience.

2019 Joint Annual Conference Review

Conference Co-Chair David Rockwell reviewed the information for the 2019 Joint Annual Conference detailing exhibit hall, registration (opened on June 3), and housing.

Conference Co-Chair Mark Harms informed the board of the half and full-day Pre-Conference Workshops, the IASB Info Center (formerly known as IASB Homeroom), panel sessions, and the General Session speakers.

Executive Director Tom Bertrand thanked staff for a smooth first day of JAC registration and Carla for signing the General Session speakers early.

President Joanne Osmond reviewed the Board of Directors' meetings dates and time in November and the other special events for the Board during the Joint Annual Conference.

Policy Review Committee Update

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Vice President Tom Neeley stated that the Policy Review Committee was hard at work with the policy changes that took place this quarter. He stated that if necessary in the future, the committee will review policies regarding NSBA.

Committee Assignment Update

President Joanne Osmond reviewed the updated Committee Assignments which were presented in the packet stating that the new Directors have been added to committees.

2019 Spring Division Meeting

Executive Director Tom Bertrand reviewed the Division Dinner Meeting Registration Summary report which was presented in the meeting packet. Bertrand stated that attendance was good and slightly higher than 2 years ago during the last election year and attendees expressed high levels of satisfaction with the meetings. He thanked Associate Executive Director Dean Langdon and staff for their work on the Division Dinner meetings.

Engage 21 Outreach Program Update

Executive Director Tom Bertrand stated that 11 Directors were able to connect with a district from their division for this outreach program. He thanked the Directors for taking the time to reach out to these districts and stated that he appreciated their work.

Bertrand reviewed the report and stated that most districts' feedback showed that they were satisfied with IASB's services but with this being an election year, April was not the best time to reach out to some districts as their local boards had new members.

Bertrand stated that he would like to have a discussion at the August meeting regarding the Engage 21 outreach program.

Associate Executive Director Dean Langdon stated that this was a first effort and this connection with the districts may establish a long relationship with IASB.

A discussion took place regarding the difficulty of connecting with some districts, new board services programs, and equity workshops.

IASB Strategic Priorities Update

Executive Director Tom Bertrand reviewed the Strategic Priorities which was presented in the packet. He noted the scorecard shows the different areas of the strategic priorities: Envisioning, Excellence, Engage, Empower, Education, and Evolve and compares the baseline (goal) with the actually FY19 results. He explained that some data will change due to the pending June Workshops. Bertrand reviewed results in areas such as **PRESS'** reduction in response time, social media followers, and retention rate of member districts. Bertrand also expressed the high quality of the new board member videos.

IASB Membership Dues Discussion

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Executive Director Tom Bertrand reviewed the Analysis of Current Dues Formula memo that was presented in the meeting packet. Bertrand stated that the Executive Committee discussed the increases of some of the districts and was in agreement to cap these higher increased districts. He stated that proposed modifications to the current dues formula will be forthcoming--no later than the November board meeting.

Staffing Update

Executive Director Tom Bertrand reviewed the Staffing Update including the new staff members in the Executive Searches department and the transfer of Field Services Director Perry Hill to the Springfield office as of July 1. He stated that Lisa Prose has been hired as part-time mailroom specialist replacing Ed Blair as he retires on June 30.

Royalty Program Update

Executive Director Tom Bertrand stated that there may be a new Royalty partnership but will have minor effect on the FY20 Budget.

2019 NSBA National Conference Review, NSBA Membership Dues Discussion, and NSBA Governance Review Committee

President Joanne Osmond reviewed the memo in the packet regarding NSBA issues and membership. She also reviewed the procedures for NSBA resolutions at the Delegate Assembly and stated that some changes are needed to the NSBA Constitution. Osmond added that other states have reached out for support of these changes as well and a concern for the state associations is their return of investments from NSBA services.

Executive Director Tom Bertrand stated that NSBA has formed a Governance Review Committee and Osmond is representing the central region on this committee.

Osmond distributed a summary report of the NSBA Governance Review Committee meeting which took place the previous week and stated that this committee was formed to make changes. She stated that the committee reviewed NSBA issues and expenses such as stipends, conference costs, and pension funds.

Osmond stated that Immediate Past President Phil Pritzker has researched the cost that is entailed by Illinois school districts for NSBA and Illinois school districts spend roughly \$1.2M per year for NSBA events. She stated that a survey may be sent to the Board of Directors regarding what NSBA services are expected for Illinois districts.

A discussion took place regarding NSBA's structure and relationship between their Board and staff. The Board also discussed what value Illinois districts receive from NSBA.

2019 NSBA Executive Directors' Institute

The NSBA Executive Directors' Institute will take place in San Diego on July 28-31.

2019 NSBA Summer Leadership Seminar

The NSBA Summer Leadership Seminar will be at the Fairmont Chicago on August 15-18.

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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 Joanne Osmond confirmed the future meeting dates for the Board of Directors stating that the August meeting will be taking place at The Herrington Inn in Geneva.

Meeting Process Debrief

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

Additional Information

Additional information received in the meeting packet were: Staff Organizational Chart, Direct Deposit Form, Conflict of Interest Form, Officers' Candidate Form, Expense Guidelines, Board of Directors' Future Meeting Schedule, 2019 NSBA Executive Directors' Institute, and 2020 NSBA Advocacy Institute.

Adjournment

Action: Motion was made and seconded to adjourn the meeting; President Joanne Osmond adjourned the meeting at 3:45 p.m.; motion carried.
