

MEETING OF THE GOVERNANCE COMMITTEE
IOWA CITY COMMUNITY SCHOOL DISTRICT
BOARD OF DIRECTORS

Location: 509 S. Dubuque St., Iowa City, IA 52240
Date/Time: October 30, 2009 8:30 a.m.
Members Present: Toni Cilek
Tuyet Dorau
Gayle Klouda
Michael Shaw
Members Absent: None
Others in Attendance: Lane Plugge
Paul Bobek

1. Policy Development for Agenda Setting

The committee drafted language for changes to the BOARD PLANNING CYCLE section of our Board Policies. The committee agreed to recommend adoption of these policy changes to the Board at the next Board meeting. See attached policy draft.

2. Policy Development for Conflict of Interest Disclosure

The committee discussed a director request to consider adding language to our Board Policies that would require directors to disclose conflicts of interest. The committee reviewed the IASB recommended policies as well as requirements stated in Iowa Code. It was noted that IASB language indicates that it is the responsibility of each board member to be aware of and to eliminate any actual or potential conflict of interest. It was further noted that Iowa Code defines the responsibilities of elected officials in this regard. It was discussed that it is a common practice for boards that are not governmental bodies to require such disclosure. It was also noted that there is no legal requirement for directors on such boards to disclose conflicts and thus it is necessary for disclosure to be required by board policy. The committee decided to recommend to the Board that no further policy statements be considered as all elected officials are required by law to make a full disclosure.

3. Policy Modifications to Clarify Officer Terms

The committee discussed the length of term of office for board president and vice president. It was noted that the BOARD PLANNING CYCLE section of our policies defines the organization meeting as an annual meeting occurring in late

September. It was further noted that the ELECTION OF OFFICERS section states the election will take place at the organization meeting. It was decided by the committee that these policy statements reflect the Board's intention that officer terms be one year but that the policies are not sufficiently clear on this point. The committee therefore decided to recommend that the Board further clarify the terms in the section entitled ELECTION OF OFFICERS. The committee drafted such language and decided to recommend adoption of these policy changes to the Board at the next Board meeting. See attached policy draft.

4. Discussion of Possible Finance Committee

Tuyet suggested that the committee consider recommending the Board form a Board Finance Committee. Tuyet expressed the opinion that such a committee could through working closely with Paul Bobek provide the Board pertinent information and recommendations regarding the Board's role in oversight of budgetary issues. Discussion ensued concerning the need to be extremely careful not to allow such a committee to engage in prescribing to the administration their process for making budgetary decisions or directing the administration regarding expenditure decisions. Tuyet noted that directors had evaluated themselves rather low with respect to our level of understanding of district finances. It was noted that a finance committee might assist the Board in this regard, as the governance committee works to assist the Board in matters related to our form of governance. The committee decided to recommend to the Board that they direct the Governance Committee to draft a charter to further define the purpose and functioning of a proposed Finance Committee. It was noted that a Board decision to form the committee should not be made until a draft charter is presented to the Board.

5. Discussion of Future Agenda Items

Two suggestions were made for future agenda items. The first concerned requesting the Board place code of conduct policies on a future Board Meeting Agenda for discussion. No decision was reached to place this item on a future committee agenda. It was decided to place the item on hold. The second concerned recommending to the Board additions to the CODE OF CONDUCT policies indicating the Board's course of action should violations of that code occur. Again, no decision was made to pursue this agenda item at this time.

There being no further business, the Governance Committee meeting was adjourned at 10:45 a.m.

Minutes prepared by Gayle Klouda, Governance Committee Chair

Governance Committee Draft of Policy Changes

Agenda Setting

BOARD PLANNING CYCLE (LEVEL 2f):

The Board will schedule its agenda items in a manner that leads to timely resolution and appropriate linkage to other Iowa City Community School District activities. ~~Annually, during the organization meeting in late September the Board will develop a master agenda intended to guide the Board throughout the year.~~

ACCORDINGLY (LEVEL 3F):

1. The Board will hold an annual organization meeting in late September. During this time the Board will develop a master agenda intended to guide the Board throughout the year.

2. Agenda items for each Board Meeting will be determined during the Agenda Setting portion of the previous Board Meeting by consensus or majority vote. However, recognizing that matters of importance can come to the attention of the Board between meetings; the Board President will have the authority to add items to the agenda in accordance with state code (list numbers).

Terms of Office for Board Officers

ELECTION OF OFFICERS (LEVEL 2c):

The Secretary of the Board shall request the names of directors interested in the offices of President and Vice-president at the board meeting immediately prior to the annual September board organizational meeting (See Board Planning Cycle). Any Board members newly elected shall be asked of their interest in these offices by the Secretary prior to the swearing in ceremony. Formal nominations and election for one year terms will then be held as part of the organizational meeting.