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# NORTHEAST DUPAGE SPECIAL RECREATION ASSOCIATION

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## BOARD OF TRUSTEES MEETING MINUTES

Wednesday, January 11, 2012

1. Call to Order: Chairman Greg Kuhs called the meeting to order at 1:33 p.m., at the NEDSRA Administrative Office, 1770 W. Centennial Place, Addison, Illinois. The following roll call was taken:

Members Present  
Mark McKinnon, Addison Park District  
Steve Cherveney, Bensenville Park District  
Larry Reiner, Butterfield Park District  
Cec Sullivan, Village of Glendale Heights  
Maryfran Leno, Itasca Park District  
Paul Friedrichs, Lombard Park District  
Tom Connolly, Medinah Park District  
John Bealer, Village of Schiller Park  
Greg Kuhs, Wood Dale Park District  
  
Laura Barron, Oakbrook Terrace (arrived at 1:35 pm)

Members Absent  
Greg Gola, Village of Villa Park

Staff & Guests  
Jeena Greenwalt, Executive Director  
Rosanna Furman, Recording Secretary  
Staff: Lisa Deets and Karen Lesniak  
Legal Counsel: Heidi A. Katz

2. Approval of Minutes, December 7, 2011:

Chairman Kuhs asked if there were any questions regarding the minutes from the December 7, 2011, Board of Trustees meeting. Trustee Leno made a motion to approve the minutes from the December 7, 2011, Board of Trustees meeting. Trustee Sullivan seconded the motion. On a voice vote, the motion was passed unanimously.

3. Comments and Communications:

Director Greenwalt reported that the NEDSRA holiday cards were purchased and utilized by the DuPage Community Foundation. The cards were mailed to approximately 1,000 different addresses.

Director Greenwalt announced that Jr. Bulls Tournament will be held on February 11, 2012. The tournament has expanded greatly and will be held at NEDSRA and Itasca.

Trustee Barron arrived at 1:35 pm.

4. Introduction of Guests and Staff:

No guests.

5. Financial Report:

a. NEDSRA Consolidated Financial Report – December 15, 2011

Chairman Kuhs asked if there were any questions regarding the financial report ending December 15, 2011. There being no questions or comments, Trustee Leno motioned to approve the December 15, 2011, Consolidated Financial Report as presented. Trustee Leno seconded the motion. On a roll call vote, the motion was passed.

6. Approval of Disbursements:

a. NEDSRA Disbursements Report – December 2011

Chairman Kuhs referred to the claims list presented for December 2011, which included checks #43690 to #43719, interim checks #43656 to #43699 and transfers totaling \$163,570.74.

Chairman Kuhs asked if there were any questions or comments regarding the Disbursement Report for December 2011. Trustee Sullivan asked if NEDSRA had received the last invoice from Laner Muchin. Chairman Kuhs indicated that he believed all invoices were received. Attorney Katz discussed some areas that fall within Executive Session under the Open Meetings Act, but the Laner Muchin invoices do not.

Chairman Kuhs asked if there were any further questions or comments regarding the Disbursement Report for December 2011. There being no questions or comments, Trustee Barron motioned to approve the disbursements of December 2011 as presented. Trustee Leno seconded the motion. On a roll call vote, the motion was passed with 10 ayes and 1 nay from Trustee Sullivan.

Chairman Kuhs reported that he contacted the law firm of Laner Muchin regarding some issues pertaining to the Board. He found no indication in the bylaws that prohibited him from acting upon this, but indicated he should have discussed this with the Board ahead of time. He recommended that language be added to the Financial Policies and Board officer job descriptions to clarify rules.

7. Chairman of the Board Comments:

Chairman Kuhs recommended that the Board of Trustees consider eliminating the Standing Committees for the next fiscal year. He indicated that such business could be conducted as a Committee of the Whole, because currently all of the information ends up being addressed by the full Board of Trustees.

8. Committee Reports

Personnel Committee Chairman Leno asked if there were any questions regarding the Open Meeting minutes from the November 29, 2011, Personnel Committee meeting. Trustee Sullivan made a motion to approve the minutes from the November 29, 2011, Personnel Committee meeting. Trustee Barron seconded the motion. On a voice vote, the motion was passed unanimously by members of the Personnel Committee.

9. Director's Report:

a. *Administrative Report*

Director Greenwalt reported that Susan Balling, Assistant to the Director, had returned to work yesterday. She reminded the Board that her retirement party will be held on January 18, 2012.

Director Greenwalt reported that NEDSRA submitted nominations for Excellence in Service Award and the Inspirational Participant Award, and were chosen as winners. Both of the nominees will be recognized at the ITRS annual meeting on January 26, 2012.

Director Greenwalt reported that the HVAC overhaul has been completed. The project also included an economizer, which will help to defray costs during milder months. Director Greenwalt reported that the capital grants from D.C.E.O. are progressing.

Fund Development - Director Lesniak reported that the Catalano family donated once again towards the annual holiday party with Santa in December. She attended the Knights of Columbus holiday party in Schiller Park, which is a new community relationship. In addition, she will also be making a presentation at the Itasca Lions Club meeting with Director Greenwalt. In conclusion, Director Lesniak reported that the 100 Hole Challenge Golf Marathon will take place on May 3, 2012.

Recreation - Superintendent Deets reported that a second adult day program will begin this month. The new program called Transition-Aged Recreation Experience in Community (TREC) will be a year long program and comes with criteria that participants need to meet. It is geared towards social/ life skills with a recreation component. She thanked Itasca Park District for offering to host a location for this new TREC Program.

## 10. Unfinished Business

### a. Personnel Policies

Director Greenwalt reported that the personnel policies have three remaining items necessary for approval. These items include: Accumulation of Sick Leave, Health Care Coverage Op-Out Provision and Short-Term Disability.

Director Greenwalt reported on the outcome of a survey that had been conducted with applicable NEDSRA staff to see what benefit amount would sway them to switch their insurance carrier from NEDSRA's plan to their spouse's plan. The opt-out amount will be determined annually, prior to open enrollment for health care coverage.

She also reported that a bid for Long Term Disability had been obtained so that it would start at 91 days vs. our current plan at 181 days. The change would incur an increase in payroll deduction for staff of approximately \$2.00 per month. NEDSRA covers employee's short term disability from 31 to 90 days. She recommended that NEDSRA change the long term disability policy to start at 91 days. The Board was in agreement of this change.

She reported that there was much discussion regarding the Accumulation of Sick Leave, and Attorney Katz made revisions to the policy based on the last Personnel Committee meeting. The current sick day policy has no maximum; however once a staff person reaches an accumulation of 90 sick days, they can cash in 25% of 12 days for a maximum of 3 days pay. There is no current payout benefit if an employee terminates employment for any accumulated sick days. The policy was changed during the Personnel Committee meeting to allow employees with 20 consecutive years of service to receive 50% sick pay at separation from employment, up to 90 days (45 days paid), as long as the employee resigns in good standing. There was discussion regarding approving the revised policy and the payout of sick time. Director Greenwalt indicated that NEDSRA employees should have some benefit for sick days similar to the NEDSRA member partners.

It was discussed to split up the votes on the three remaining personnel policies. Therefore, Trustee McKinnon made a motion to approve Personnel Policy VI.A.2. Health Care Coverage Opt-Out Provision and VI.C.1. Short-Term Disability as presented. Trustee Cherveney seconded the motion. On a roll call vote, the motion was passed with 9 ayes and 1 nay from Trustee Reiner.

Trustee Cherveney made a motion to approve Personnel Policy V. F. 4. Accumulation of Sick Leave as presented. The motion was seconded by Trustee Bealer. On a roll call vote, the motion was passed with 6 ayes and 4 nays from Trustees McKinnon, Cherveney, Leno and Friedrichs.

b. Articles of Agreement

Attorney Katz reviewed the recommended changes to the Articles of Agreement, which were distributed to the Board. There was much discussion regarding Board representation, it was recommended that the Board Member be limited to the Partner's Chief Administrative Officer or a member of the Partner's Administrative staff at the Department Head level. The Alternate for each Partner Board could also be an Administrative staff member at the Department Head level or an elected official.

Regarding Meetings and Meeting Notices, Attorney Katz indicated that this should be in accordance with the Open Meetings Act.

Regarding the *Bases for Determining a Voting Result*, Attorney Katz suggested eliminating the Special Majority, because anything above 51% is Super Majority. She pointed out that some items require a simple majority quorum, which is 51% of the votes. Other items require a Super Majority of the quorum, which is 67% of the votes. Others require a super majority of the full Board, sometimes at 67% and others at 80%. She suggested listing the Articles of Agreement so that it is clear as to when each one of these votes are required. Proxy votes will be stricken, as they are not legal. She also suggested that at some point adding real estate acquisition and/or sale should be considered for type of voting result that the Board would require. The Board was in agreement to add these changes. In addition, it was suggested that any 80% vote requirement be changed to 67%. Trustee Leno indicated that the Articles of Agreement, Funding Formula, dissolution of NEDSRA and issues with long-term ramifications such as pension should remain at 80%.

Discussion took place regarding 67% vote necessary from the majority of full Board when hiring an Executive Director. Also discussed was the admission of New Members, which will require 67% of the full Board and Member Partner Boards. A vote of 67% from the full Board and Member Partner Boards will also be required for involuntary removal of a Member Partner. It was recommended that the Sunset Provision be eliminated, since the special requirements are going to be indicated in the Articles of Agreement. There was lack of clarity with Board consensus on the bases for determining a voting result. It will be discussed at the February Board meeting.

c. Funding Formula

Chairman Kuhs indicated that there were approximately three Trustees who needed to leave. It was recommended to table this agenda item.

11. New Business

a. Corporate Registered Agent

With the appointment of new legal counsel, it was recommended to appoint Attorney Heidi Katz as NEDSRA's Corporate Registered Agent with the Illinois Secretary of State.

Chairman Kuhs asked if there were any questions or comments in regards to appointing a new Corporate Registered Agent. There being no questions or comments, Chairman Kuhs asked for a motion to appoint Heidi Katz as the Corporate Registered Agent for NEDSRA. Trustee Cherveney made a motion to approve the appointment. The motion was seconded by Trustee Leno. On a roll call vote the motion passed unanimously.

12. Executive Session

a. For the purposes of discussing issues related to the hiring, firing, disciplining or compensation of personnel 5ILCS 120/2(c)(1)

Board of Trustees Meeting – January 11, 2012

- b. Review of Personnel Committee Executive Session Minutes – November 29, 2011
- c. Review of Board of Trustees Executive Session Minutes – December 7, 2011

Chairman Kuhs asked for a motion to adjourn from the Regular Board of Trustees Meeting and commence the Executive Session meeting at 4:15 p.m. Trustee Barron made the motion, which was seconded by Trustee Connolly. On a roll call vote, the motion passed unanimously.

13. Take Action, if any, on Items Discussed in Executive Session

Chairman Kuhs asked for a motion to adjourn from Executive Session and reconvene the Regular Board of Trustees meeting at 4:30 p.m. Trustee Leno made the motion, which was seconded by Trustee Bealer. On a roll call vote, the motion was passed unanimously.

- a. For the purposes of discussing issues related to the hiring, firing, disciplining or compensation of personnel 5ILCS 120/2(c)(1)

No action taken.

- b. Review of Personnel Committee Executive Session Minutes – November 29, 2011
- c. Review of Board of Trustees Executive Session Minutes – December 7, 2011

The review of the Personnel Committee Executive Session Minutes for November 29, 2011 and the review of the Board of Trustees Executive Session Minutes for December 7, 2011 were tabled for next month's meeting.

14. Adjournment – There being no further business before the Board of Trustees, a motion to adjourn the meeting was made by Trustee Leno at 4:31 p.m. The motion was seconded by Trustee Bealer. On a voice vote, the motion was passed unanimously.

Respectfully Submitted,

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Rosanna Furman, Recording Secretary

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Greg Kuhs, Board Chairman

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Mark McKinnon, Board Secretary