

**Iowa Association of School Boards
Meeting Minutes**

**Iowa Schools Joint Investment Trust
02/06/2019 04:00 PM**

Notice of Meeting of the Board of Trustees
Iowa Association of School Boards
6000 Grand Avenue, Des Moines, IA 50312-1417

Trustees and Officers: **Jon Rowen**, Trustee and Chair; **Kevin Powell**, Trustee and Vice Chair; **Lisa Bartusek**, Ex-officio Trustee and Secretary; **Paul Bobek**, Trustee and Treasurer and Assistant Secretary; **Susie Meade**, Trustee; **Elizabeth Brennan**, Trustee and **Kyle Grimes**, Trustee.

Service Providers: **Beth Grob**, Ahlers Law Firm, Legal Counsel; **Matthew Dwenger** and **Jenny Blankenship**, Wells Fargo, N.A. ("WF"), Custodian; **Scott Cabalka and Bethany Jessen**, RBC Global Asset Management U.S., Inc. ("RBC GAM"); Investment Advisor, **Jim Davis**, **Charlie Czachor**, **Paula Cooper** and **Paul Kruse**, PMA Financial Network ("PMA"), Administrator, FTA Provider and Marketer

Others: **Patricia Wright** and **Stephanie Rousseau**, Iowa Association of School Boards ("IASB")

Attendees

Voting Members

Jon Rowen, District #2 Director
Kevin Powell, District #3 Director
Elizabeth Brennan, AEA District Director
Kyle Grimes, District #1 Director
Paul Bobek, CFO-West DSM CS & ISJIT Board of Trustees

Non-Voting Members

Lisa Bartusek, Executive Director
Patricia Wright, Deputy Executive Director and Chief Financial Officer
Stephanie Rousseau, Executive Assistant
Beth Grob, ISJIT Partner - Ahlers & Cooney (Counsel)
Scott Cabalka, ISJIT Partner - RBC Global Asset Mgmt
Bethany Jessen, ISJIT Partner - RBC Global Asset Mgmt
James Davis, ISJIT Partner - CEO, PMA Financial Network
Paula Cooper, ISJIT Partner - PMA Financial Network
Charlie Czachor, ISJIT - PMA Financial Network
Paul Kruse, ISJIT Partner - PMA Financial Network
Matthew Dwenger, ISJIT Partner - IRT Wells Fargo
Jenny Blankenship, ISJIT Partner - Wells Fargo

1. Call to Order
A quorum being present, Jon Rowen, Chair and Trustee, called the meeting to order at 4:00 p.m.
2. Approval of Agenda
Chair Rowen stated that the first item on the agenda was to approve the agenda for the meeting.

A motion was made and seconded to approve the agenda.

Motion made by: Paul Bobek

Motion seconded by: Kevin Powell

Voting

Unanimously Approved

3. Approval of Minutes-November 15, 2018

Chair Rowen stated that the next item on the agenda was the approval of the minutes of the November 15, 2018 meeting of the Board.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the minutes of the meeting of the Board of Trustees held on November 15, 2018 in the form presented be and they hereby are, approved.

Motion made by: Paul Bobek

Motion seconded by: Kevin Powell

Voting

Unanimously Approved

4. Appoint Padellford Replacement

Chair Rowen then stated the Trustees are asked to consider the IASB Board of Directors' recommendation for an appointment to an open Board of Trustee seat.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees hereby elect Kyle Grimes as a Trustee of ISJIT for a term ending September, 2020.

Motion made by: Kevin Powell

Motion seconded by: Elizabeth Brennan

Voting

Unanimously Approved

5. Appointment of Assistant Secretary

Chair Rowen then stated the next item on the agenda was the appointment of Assistant Secretary.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees hereby authorize and approve the appointment of Patricia Wright as Assistant Secretary to assist the Secretary in performing her duties and responsibilities under the Amended Joint Powers Agreement and Declaration of Trust, and to provide the support necessary for the daily, weekly and monthly interactions, meetings and operation of the Trust.

Motion made by: Elizabeth Brennan

Motion seconded by: Kyle Grimes

Voting

Unanimously Approved

6. Reports - Action

a. Quarterly Treasurer's Report

Mr. Bobek reviewed the materials attached to agenda item 6(a) that were provided to the Board members prior to the meeting.

A motion was made and seconded to approve the following resolutions:

RESOLVED, that the Trustees accept and approve the Treasurer's Report for the quarter ending December 31, 2018 as presented; and

FURTHER RESOLVED, that the Trustees ratify and confirm the payment of expenses from the Administrative Fund as indicated in the Treasurer's Report.

Motion made by: Paul Bobek

Motion seconded by: Elizabeth Brennan

Voting

Unanimously Approved

b. Quarterly Administrators Report

Mr. Czachor then reviewed the materials attached to agenda item 6(b) of the Board materials. Mr. Davis then briefed the Trustees on a compliance issue included in the agenda item attached to the Board materials.

A motion was made and seconded to approve the following resolutions:

RESOLVED, that the Trustees accept and approve the Administrator's Report, including the Compliance Certificate, for the quarter ending December 31, 2018; and

FURTHER RESOLVED, that the financial statements for the Portfolio for the period ended December 31, 2018 be approved as presented; and

FURTHER RESOLVED, that the Trustees, upon review of the reports of distribution of fees for the Diversified Portfolio for the period ended December 31, 2018, finds that the fees are in accordance with the Service Provider Agreements and the Sponsorship Agreement as approved on August 15, 2016, and approves their payment;

FURTHER RESOLVED, that the Trustees ratify and confirm dividend payments made to Participants prior to the date of this resolution; and that the Trustees declare, as of 3:00 p.m., Central Time, on each business day hereafter until the next regular meeting of the Trustees a cash dividend

payable to Participants of record immediately before 3:00 p.m., Central Time, consisting of the net income of ISJIT, since the previous business day, with such dividends to be paid to such Participants on the last business day of the applicable month. For the purpose of calculating dividends, the net income of ISJIT consists of any discount or premium to the date of maturity, less accrued expenses of ISJIT, and pursuant to the administrator agreement, the administrator is authorized and directed to make payment of continuing dividends, in additional units of ISJIT on a monthly basis.

Motion made by: Kevin Powell

Motion seconded by: Paul Bobek

Voting

Unanimously Approved

c. Quarterly Marketing Report

Mr. Kruse reviewed the information attached to agenda item 6(c) and discussed the fund balances and trends.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees accept and approve the Marketer's Report, including the Compliance Certificate, for the quarter ending December 31, 2018.

Motion made by: Kyle Grimes

Motion seconded by: Elizabeth Brennan

Voting

Unanimously Approved

d. Quarterly Adviser's Report

Mr. Cabalka and Bethany Jessen provided an overview of current economic conditions and portfolio composition and reviewed the materials attached to agenda item 6(d).

A motion was made and seconded to approve the following resolutions:

RESOLVED, that the Trustees accept and approve the Adviser's Report, including the Compliance Certificate, for the quarter ending December 31, 2018; and

FURTHER RESOLVED, that the Board of Trustees accepts and approves all transactions for the Diversified Portfolio for the quarter ended December 31, 2018; and

FURTHER RESOLVED, that the composition of the Portfolio, including the market value per share and the daily average portfolio maturity for the quarter ended December 31, 2018, be approved as presented.

Motion made by: Paul Bobek
Motion seconded by: Kyle Grimes
Voting
Unanimously Approved

e. Quarterly Custodian Report

Mr. Dwenger reviewed the materials attached to agenda item 6(e).

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees accept and approve the Custodian's Report, including the Compliance Certificate, for the quarter ending December 31, 2018.

Motion made by: Kevin Powell
Motion seconded by: Kyle Grimes
Voting
Unanimously Approved

f. Quarterly Legal Counsel Report

Ms. Grob reviewed the information attached to item 6(f).

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees accept and approve the Legal Counsel's Report, including the Compliance Certificate, for the quarter ending December 31, 2018.

Motion made by: Kyle Grimes
Motion seconded by: Elizabeth Brennan
Voting
Unanimously Approved

7. New Business

a. Board Education

Chair Rowen turned to Ms. Grob for a Board Education presentation on "How to Avoid the Top 10 Most Common Board Mistakes". Ms. Grob reviewed the information attached to agenda item 7(a) in the Board Materials.

b. S & P Rating

Chair Rowen turned to Mr. Cabalka for the S&P rating required by the Iowa Code. Mr. Cabalka reviewed the information attached to agenda item 7(b) of the Board Materials.

c. Review and Approve Information Statement

Chair Rowen turned to Mr. Czachor to review the Information Statement attached as agenda item 7(c) to the Board Materials. Mr. Czachor reviewed the document and the changes made this year.

Elizabeth Brennan stepped out of the room at 5:21 p.m. and returned at 5:23 p.m. She was not in the room at the time of the vote.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the revised Information Statement for ISJIT, be, and it hereby is, approved as presented, with such modifications as may be approved consistent with action at this meeting and as approved by Legal Counsel.

Motion made by: Kevin Powell

Motion seconded by: Kyle Grimes

Voting

Jon Rowen - Yes

Kevin Powell - Yes

Paul Bobek - Yes

Elizabeth Brennan - Not Present

Kyle Grimes - Yes

8. Review and Approve Financial Depositories

Chair Rowen turned to Mr. Czachor for the review and approval of financial depositories. Mr. Czachor presented the report in the Board Materials behind agenda item 8 on financial depositories participating in the Fixed Term Program and those approved for direct investment by the Diversified Fund. Czachor reviewed the additions and deletions to the list of participating financial depositories.

A motion was made and seconded to approve the following resolution:

RESOLVED, that the Trustees determine that the certificates of deposit issued by Iowa Banks as set forth are first tier securities and that the list of banks approved for issuing the certificates of deposit present minimal risk of default based upon PMA's credit analysis for the quarter ended December 31, 2018.

Motion made by: Kevin Powell

Motion seconded by: Kyle Grimes

Voting

Unanimously Approved

9. Confirmation of Upcoming Meeting Dates

Ms. Grob noted upcoming meeting dates.

10. Adjournment

A motion was made and seconded to adjourn the meeting.

Chair Rowen adjourned the meeting at 5:31 p.m.

Motion made by: Kevin Powell

Motion seconded by: Elizabeth Brennan

Voting

Unanimously Approved

Board Chairperson

Secretary