

**Midwest Collaborative for Library Services  
Board Meeting Minutes  
Marina Grand Resort  
November 22, 2024  
4:00 p.m. – 5:00 p.m. EDT**

**I. Call to Order – 4:00 p.m.**

A. Roll Call and Accountability of Meeting Preparation

Board President Trista Smith called the meeting to order at 4:00 p.m.

Present: Boruff-Jones, Garrison, Lake, LaPrise (online), McNeil, Merida, Patton, Petrusa, Poplawska, Riley, R. Smith, T. Smith, Tuite, Waskin

Guests: Sean Cwiek, Megan Dudek, Kalyn Huson, Janet LaCross

B. Agenda Approval

**Motion: approve agenda as amended. *Moved and seconded. Motion passed.***

**Motion: be flexible in managing agenda. *Moved and seconded. Motion passed.***

C. Operational Consent Agenda

1. Monitoring Report for Policy 2.1 – Treatment of Members and/or Customers  
*(Internal)*
2. Monitoring Report for Policy 2.6 – Asset Protection *(Internal)*

**Motion: accept Operational Consent Agenda items. *Moved and seconded. Motion passed.***

D. Board Consent Agenda

1. Review of Policy 3.7 – Board Committee Principles *(Direct Inspection)*
2. Review of Policy 3.8 – Board Committee Structure *(Direct Inspection)*
3. Approval of Minutes of August 23, 2024 meeting
4. Approval of Minutes of September 19, 2024 meeting

**Motion: accept Board Consent Agenda items. *Moved and seconded. Motion passed.***

**II. Executive Director & Operations**

A. Monitoring Report for Policy 2.5 – Financial Condition and Activities *(External)* – Kyle Schafer, CPA, Maner Costerisan

Schafer presented the FY2024 audit to the Board, noting the auditor’s unmodified (i.e., “clean”) opinion. Board members asked questions and advised Garrison on improving internal processes in order to maintain reasonable interpretations of Board policy and demonstrate compliance.

**Motion: accept FY2024 audit report. *Moved and seconded. Motion passed.***

B. Monitoring Report for Policy 2.2 – Treatment of Staff *(Internal)*

The Board discussed questions about the Policy 2.2 monitoring report with Garrison.  
**Motion: accept Policy 2.2 monitoring report. Moved and seconded. Motion passed.**

C. Monitoring Report for Policy 2.5 – Financial Condition and Activities (August)  
*(Internal)*

The Board discussed questions about Policy 2.5.6 with Garrison.

**Motion: accept August Policy 2.5 monitoring report. Moved and seconded. Motion passed.**

**Motion: request new interpretation of Policy 2.5.6 for November report. Moved and seconded. Motion passed.**

D. Monitoring Report for Policy 2.10 – Facilities/Landlord *(Internal)*

The Board decided to consider potential modifications to Policy 2.10 in the context of overall Board Policy Manual review or closer to the next Policy 2.10 monitoring cycle.

**Motion: accept Policy 2.10 monitoring report. Moved and seconded. Motion passed.**

### III. Board Operation – 4:25 p.m.

A. Monitoring Report for Policy 1.0 – Global Ends *(Internal)*

**Motion: accept Policy 1.0 monitoring report. Moved and seconded. Motion passed.**

B. Monitoring Report for Policy 3.5 – Board Linkage With Ownership *(Direct Inspection)*

The Board discussed resuming Ownership Linkage in 2025 with a new Ownership Linkage Committee.

**Motion: affirm Board non-compliance with Policy 3.5. Moved and seconded. Motion passed.**

C. Monitoring Report for Policy 4.5 – Executive Director Compensation and Benefits  
*(Direct Inspection)*

The Board discussed how to return to compliance with respect to Policy 4.5.

**Motion: affirm Board non-compliance with Policy 4.5. Moved and seconded. Motion passed.**

D. Review of Policy 3.1 – Governing Style *(Direct Inspection)*

The Board discussed the need to keep monitoring top of mind and its need for continuing education.

**Motion: affirm Board non-compliance with Policy 3.1. Moved and seconded. Motion passed.**

E. Review of Policy 3.4 – Agenda Planning (*Direct Inspection*)

The Board discussed how to return to compliance with Policy 3.4.

**Motion: affirm Board non-compliance with Policy 3.4. Moved and seconded. Motion passed.**

F. Review of Policy Monitoring Report acceptance process

Garrison will ask Huson to contact the Board on the last working day of each month and ask all members to complete their monitoring report evaluation and compliance self-evaluation for the month by the working day closest to the 15<sup>th</sup> day of the following month.

G. Review of Board member terms ending in 2025

Garrison emailed Board members whose terms are set to expire December 31, 2025, and the following responded to confirm their willingness to run for another term: Lake, Patton, and Petrusa. The Nominating Committee will need to seek candidates for the following seats: Indiana School Library Representative, and Michigan Special Library Representative.

H. 2025 Officer election

The Board elected the following officers for the 2025 Board year: President Lisa Waskin, Vice President Polly Boruff-Jones, Secretary Brenna Tuite, and Treasurer Mike Hawthorne.

**Motion: approve the aforementioned as the 2025 MCLS Board officers. Moved and seconded. Motion passed.**

I. 2025 Board committee assignments (Audit, Nominating, Ownership Linkage, Other)

The Board filled committee rosters as follows:

- Audit Committee: Hawthorne (chair), Patton
- Nominating Committee: Boruff-Jones (chair), Lake, R. Smith
- Ownership Linkage: McNeil, Merida, Petrusa, T. Smith

The Board also discussed a working group to review Ends wording and established other working groups to create a data dashboard, and review the Board Policy Manual.

J. 2025 Meeting dates (finalize and provide to Board members in December 2024)

Huson will poll Board members for 2025 meeting dates.

**Motion: suspend Board meeting to enter executive session (5:08 p.m.). *Moved and seconded. Motion passed.***

**IV. Executive Session**

A. Executive Director Annual Review

B. Executive Director Employment Agreement (2025-2027)

**Motion: conclude executive session and resume regular Board meeting (no exact time noted). *Moved and seconded. Motion passed.***

President T. Smith called the meeting back to order (no exact time noted).

**Motion: approve Executive Director employment agreement for 2025-2027 and raise for 2025. *Moved and seconded. Motion passed.***

**V. Adjournment**

**Motion: adjourn meeting (no exact time noted). *Moved and seconded. Motion passed.***