

**Midwest Collaborative for Library Services  
Board Meeting Minutes  
Purdue University Ft. Wayne  
Ft. Wayne, IN  
February 4, 2019**

**I. Call to Order – call to order at 10:01**

- A. Roll Call & Accountability of Meeting Preparation  
Present: Bélanger, Boruff-Jones, Davis, Frank-Wilson (phone), Gallagher, Gushrowski, Hart, Macklin, Pohjola Andrade (phone), Riley, Scheuher, Smith, Speer, Waterman, Weismantel  
Absent: Linderman  
Guests: Bradley, Ladiski
- B. Approval of the Agenda  
Motion to approve as amended by Bélanger. Seconded by Riley. Motion approved.
- C. Operational Consent Agenda - Motion to approve by Gushrowski. Seconded by Weismantel. Motion approved.
- D. Board Consent Agenda  
Motion to approve by Hart. Seconded by Macklin. Motion approved.

**II. Executive Director & Operations**

- A. Executive Director report  
Dykhuis gave highlights of his written report. In addition to the written report, under Member Engagement, MCLS signed a one-year extension on the contract with the Library of Michigan. Activities are set. Staff is experiencing some complications with the Harwood Institute, but has a virtual lab set up in fall 2019 for Michigan, and a good cohort of Indiana librarians.  
Consulting services have been very successful with many opportunities. Bradley became certified in Appreciative Inquiry (AI).  
Dykhuis updated the Board on the ITT bankruptcy case, and a possible trial date. Stephanie Davis starts tomorrow as Manager of Group Purchasing. Staff have really stepped up to help during multiple transitions.  
The 2<sup>nd</sup> quarter fiscal report showed a larger than usual loss for the period, due partly to financial market fluctuation in November and December. Further discussion included potentially hiring another staff member. The Board presented a gift to Dykhuis to thank him for his service to MCLS.

**III. Board Operation**

- A. Policy 3.3 Board Member Code of Conduct.  
MCLS Board members have not typically signed an annual conflict of interest document. It has been each Board member's responsibility to inform the Board if they believe they may appear to have a conflict of interest. The Board discussed a more formal process they could use. Staff need to send a reminder to Board members at the beginning of the year, and the Executive Director will ask Board members to review and report possible conflicts of interest, in December. Motion to approve this process by Smith. Seconded by Weismantel. Motion approved.

- B. Audit Committee appointments  
Treasurer Weismantel chairs the Audit Committee. Frank Wilson and Scheuher were also appointed to the Audit Committee.
- C. Nominating Committee appointments  
Vice President Gallagher chairs the Nominating Committee. All Board members with terms expiring are eligible to run for a second term. Dykhuis reviewed the nominations process. All interested should submit their name when nominations open in June. Nominations close in early July. The slate is then finalized mid-late July and brought to the August Board meeting for approval to send to the membership. Gushrowski and Riley were appointed to the Nominating Committee.
- D. 2019 Board Policy Monitoring appointments  
President Waterman assigned open reports. Weismantel will be responsible for 3.12 Cost of Governance. Scheuher will be responsible for 3.9 Treasurer's Role.
- E. Board compliance reports assignments  
President Waterman will receive Board compliance reports.
- F. MI Special Library representative appointment  
Motion to appoint Joel Scheuher to fill the Board position of Michigan Special Library Representative for the duration of the term expiring 12/31/2019, by Bélanger.  
Seconded by Speer. Motion approved.
- G. Re-adopt Policy Manual  
Motion to approve by Weismantel. Seconded by Gallagher.  
Motion approved.
- H. Executive Director contract approval  
The attorney is still working on some details.

#### **IV. Ends Development**

- A. Ownership Linkage plan development  
Bélanger gave a report on the overall plan. The committee is making progress on its May goals and has a draft 3-year plan. Year 1 will include member outreach and a survey. Year 2 will include intentional sampling and focus groups/community conversations. Year 3 will focus on accountability and transparency. Themes include: fostering more engagement; building awareness of membership rights and benefits; gaining buy-in and investment into the organization; and bridging the Indiana trust/awareness divide. Further discussion included Board roles in the plan work, plan budget, planning meetings for Board members to hold at upcoming conferences, questions about the last survey, "advocacy" and lobbying, and communicating the process to owners. The committee will bring a draft survey to the May meeting and provide staff with a budget proposal.

#### **V. Board Self-Assessment**

#### **VI. Adjournment**

- Motion to adjourn by Boruff-Jones. Seconded by Bélanger. Motion approved.  
Adjourned at 12:58 pm.