

**Midwest Collaborative for Library Services
Board Meeting Minutes
New Buffalo, MI
October 24, 2019**

I. Call to Order – called to order at 3:03 pm

A. Roll Call & Accountability of Meeting Preparation

Present: Bélanger, Boruff-Jones, Davis, Frank-Wilson, Gallagher, Garrison, Hart, Pohjola Andrade, Riley, Scheuher, Smith, Speer, Weismantel, Waterman

Absent: Gushrowski, Linderman

Guests: Bradley, Ladiski

B. Approval of the Agenda - Monitoring report for Policy 1.0 was moved to II. Executive Director & Operations, for discussion. Review of Policy 3.1 and Policy 3.10 were moved to III. Board Operation, for discussion. Motion to approve Agenda as amended made by Davis. Seconded by Smith. Motion approved.

C. Operational Consent Agenda - Motion to approve the Operational Consent Agenda made by Gallagher. Seconded by Pohjola Andrade. Motion approved.

1. Monitoring Report for Policy 2.1 – Treatment of Members and/or Customers
(Internal)

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

3. Monitoring Report for Policy 2.5 – Financial Conditions *(Internal)*

4. Monitoring Report for Policy 2.11 – Conflicts of Interest and Conflicts of Commitment *(Internal)*

D. Board Consent Agenda - Motion to approve the Board Consent Agenda made by Weismantel. Seconded by Hart. Motion approved.

1. Review of Policy 3.11 – Board Committee Structure *(Direct Inspection)*

2. Approval of Minutes of August 1, 2019 meeting

II. Executive Director & Operations

A. Executive Director report

Garrison presented highlights building on his written report. The Engagement, Consulting, and Training (ECT) department is very busy, adding a sixth Soft Skills webinar on resilience in the workplace, determining future engagement work with the Library of Michigan, and more. The Shared Library Systems (SLS) Team is working with private college libraries on whether to extend loan periods like the public university libraries have done. In an effort to make RIDES service more efficient, the staff have limited the initial MeLCat search to local, before searching more broadly.

Following September's ALI Board meeting, Garrison is working with ALI President Marna Hostetler on ways to use Indiana grant funds in 2020. Garrison and S. Davis are planning a meeting between Wiley and several academic members in both states regarding a potential transformative agreement.

MCLS may serve as Project ReShare's fiscal agent. More consortia including ConnectNY (currently using INN-Reach) are joining soon. The Michigan Digital Preservation Network MOU is out for signature. Indiana's InDiPres is one model Michigan is considering for content management.

MCLS also plans to pilot a SimplyE and Library Simplified service to one large public library in Indiana and one in Michigan, in early 2020.

Garrison reported on attending several interesting meetings and conferences in Indiana and Michigan, including with the ALI Board, co-op directors, MAME and MLA. MLA booth traffic was good, and attendees appreciated power banks and free workshops as giveaways. MLA had a very interesting session on code switching, and MAME had a great presentation on how to work with LGBTQ+ students in K-12 libraries. Garrison is considering ways to encourage academic, public and school librarians to work together.

B. Monitoring Report for Policy 1.0 – Global Ends

The Board discussed what data members want to see regarding Policy 1.0, to get a clearer picture of progress toward the Ends, and the impact MCLS is making. These data could be both quantitative and qualitative, and could include survey results, anecdotes, and more. Garrison is seeking guidance from Eric Craymer on how to proceed going forward. The Board also discussed whether Policy 4.4 (Monitoring Executive Director Performance) needs updating, and whether to change due dates of any monitoring reports (including 1.0). Motion to accept the monitoring report for Policy 1.0 was made by Pohjola Andrade. Seconded by Bélanger. Motion approved.

C. Monitoring Report for Policy 2.5 (*External*) – Zachary Skrzyniarz, CPA, Maner Costerisan

Skrzyniarz joined the meeting via conference call to present the final audit report. The year ended with a total net revenue just over \$36K. Weismantel (as Treasurer and Audit Committee Chair) introduced the audit process. During a leadership transition, auditors consider processes closely (and current processes and controls are working well). The Audit Committee met with Skrzyniarz, who provided them a detailed report. Skrzyniarz explained the report to the Board, stating Maner Costerisan's and MCLS' responsibilities. He is providing an unmodified opinion. According to the balance sheet, MCLS ended FY2019 with \$15M in total assets, up from FY2018. Both investments and liabilities were up overall, with decreases in total service revenue, and group purchasing activity. The MeL contract saw an increase that funded the two engagement specialist positions. Skrzyniarz pointed out that 98% of MCLS' functional expenses are for program services for members, which is very high for a non-profit organization. New government standards effective this year require auditors to report liquidity and availability, to ensure there is enough cash to cover 12 months of operation. The Board thanked Skrzyniarz and

the Audit Committee. Motion made by Weismantel to accept the final audit report as presented. Seconded by Scheuher. Motion approved.

- D. Monitoring Report for Policy 2.5 – Financial Condition and Activities
Motion made by Boruff-Jones to accept the monitoring report for Policy 2.5.
Seconded by Gallagher. Motion approved.

III. Board Operation

- A. Review of Policy 3.1 – Governing Style

The Board as a whole is compliant with Policy 3.1.3.a., but individual Board members need to make sure to answer the evaluation questions prior to discussion. There is no need to change policy, but all Board members need to be accountable. The Board needs a shared understanding of what is strategic, and what is operational, and this may call for more intentional Board education, especially regarding Policy Governance. Motion to accept Policy 3.1 review made by Davis. Seconded by Gallagher. Motion approved.

- B. Review of Policy 3.10 – Board Committee Principles

The Board works directly with only the Executive Director. During the 2018-2019 Executive Director search process, former Executive Director Dykhuis chose to not participate. While staff requested that Dykhuis be more engaged in the second search iteration, his involvement proved to complicate the separation between Board and staff. There is no need to change this policy, but Board members should be mindful of the separation between Board and staff. The Board should run all things through the Executive Director, who will delegate to staff as appropriate. Motion to approve Policy 3.10 review made by Weismantel. Seconded by Boruff-Jones. Motion approved.

- C. Appointment of new Indiana At-Large Representative

Since the last Board meeting, there have been two resignations from Indiana At-Large representatives. While no action needs to be taken immediately, Waterman would like to appoint one representative right away, and wait until January for the second. One vacancy was held by a public library representative, and one was held by an academic representative. For At-Large positions, the Board is more interested in where representatives are located geographically, than in their library type. Waterman will request more feedback from the Board and contact possible candidates.

- D. 2020 Officer election

The Board identified the following slate of officers to serve from January 1 – December 31, 2020: Paul Gallagher for President, Polly Boruff-Jones for Vice President, Jake Speer for Secretary, and Arlene Weismantel for Treasurer, Motion to accept the slate of officers was made by Davis. Seconded by Smith. Motion approved.

E. 2020 Meeting dates

Ladiski will send out Doodle polls for the February (Bloomington), May (Grand Rapids area), and August (Kokomo) meetings with a preference for Mondays. Ladiski will also check with the Harbor Grand Inn for availability in November for the Board retreat.

F. Executive Session

1. Executive Director Annual Review

IV. Ends Development

A. 2020 Ownership Linkage Committee

Hart, Boruff-Jones, and Bélanger agreed to stay on the committee for 2020. Board policy specifies the need for at least two Indiana Board members and two Michigan Board members to serve on the committee. Waterman volunteered to join the committee starting January.

V. Board Self-Assessment (following Friday retreat session)

Board members acknowledged this year as being “weird” given the Executive Director transition. They also cited this retreat as being unusual, but also good, very productive, and addressing important issues. Good steps were taken toward filling gaps. President Waterman stated she did not feel prepared to be president this year, having not had a year to prepare as others have. Board members also expressed: hope that everyone felt heard; that the meeting included important discussion that addressed weaknesses; that newer Board members are getting the hang of things and becoming more fully engaged (though even more experienced ones can still feel new); that Ownership Linkage is hard and that the committee is doing great work; that it is possible to “love and hate” working with the Board at the same time; that these meetings really get the brain working, allow one to learn and grow every time, and can produce a “good tired;” that a single conversation can be mind-numbing but also inspiring; that the questions Davis asks help everyone, grounding the Board and keeping members on task (others also like asking questions); that the Board is doing well; that some are still learning a lot about Carver and may never become fully expert; that Carver is a tool that provides a common way to think about things, and there are joys working within it; that the strength of this group is the people; and that the year coming up will be really exciting.

VI. Adjournment Motion to adjourn made by Pohjola Andrade. Seconded by Weismantel. Motion approved. Meeting adjourned at 11:05 am.