

February 2022 Board of Directors Meeting Minutes Midwest Collaborative for Library Services

Monday, February 21, 2022

9:00 AM – 3:45 PM

Online via Zoom

- I. **Call to order:** Board President Frank-Wilson called the meeting to order at 9:05 AM.
 - A. Roll Call, Accountability of Meeting Preparation, and President's Comments:
 - Members in attendance: Annie Bélanger, Polly Boruff-Jones, Lisa Brakel, Marion Frank-Wilson (President), Kate Pohjola Andrade, Randy Riley, Joel Scheuher, Denise Shorey, Rain Smith (arrived at 12:30 PM), Jake Speer, Lisa Waskin, Arlene Weismantel, Julie Wood
 - Guests in attendance: Stephanie Davis, Scott Garrison, Kalyn Huson, Sue Radwan, Pam Seabolt
 - Members not in attendance: John Brock, Trista Smith, Edra Waterman
 - President Frank-Wilson set context for the Board's agenda, following from the fall 2021 Board retreat.
 - B. Approval of the Agenda:
 - President Frank-Wilson led a discussion of amending the agenda to move item I.D.7. to become item IV.B.
 - MOTION: **approve the agenda as amended.** Moved and seconded. Motion carried.
 - C. Operational Consent Agenda:
 - MOTION: **approve the Operational Consent Agenda as presented.** Moved and seconded. Motion carried.
 - D. Board Consent Agenda:
 - (See I.B. above.)
- II. **Board Education:** Policy Governance consultant Radwan presented on how to monitor the policy 2.5 monitoring report, how to monitor policies 3.x and 4.x, and provided guidance regarding the Board's role with regard to the MCLS budget.
- III. **Lunch** (11:45 AM – 12:30 PM)
- IV. **Board Operation**
 - A. Report for Policy 2.5 (November 2021):
 - President Frank-Wilson led a discussion of the November 2021 policy 2.5 report, and the February 2022 policy 2.5 report, including changes needed based on discussion in II. above (to be made at Garrison's discretion).
 - MOTION: **accept the November 2021 policy 2.5 report as-is.** Moved and seconded. Motion carried.
 - MOTION: **delay the February 2022 policy 2.5 report due date to March 14.** Moved and seconded. Motion carried.

B. Review of Policy 4.5:

- President Frank-Wilson led a discussion of policy 4.5 based on Garrison's question about policy language specific to 2021.
- **MOTION: strike final two sentences in policy 4.5 pertaining specifically to the year 2021.** Moved and seconded. Motion carried.

C. Audit Committee appointments:

- Treasurer Scheuher will chair. Waskin and Wood will also serve.

D. Nominating Committee appointments:

- Vice President Boruff-Jones will chair. Pohjola Andrade and R. Smith will also serve.

E. 2022 Board Policy Monitoring Appointments:

- The following Board members accepted policy monitoring responsibility for the following policies:
 - 2.9: Brakel
 - 3.1: Boruff-Jones
 - 3.2: Scheuher
 - 3.8: Boruff-Jones
 - 4.0: Weismantel

F. Board Policy Development/Consideration:

- President Frank-Wilson led a discussion about Board members reviewing their assigned monitoring reports and entering data into a spreadsheet (in Teams and SharePoint) to indicate which sections they believe need review and updating. The Board will use the spreadsheet to determine which Board Policy Manual sections to act upon. Discussion also included concern expressed regarding Board member conduct toward one another and Garrison in the context of policy 3.3.

G. Review Microsoft Teams Board area:

- The Board discussed reviewing their Microsoft Teams space with staff. Huson will schedule a 45-minute tutorial session to answer any questions from Board members.

H. Re-adopt Policy Manual:

- The Board discussed re-adopting the Board Policy Manual, being mindful of discussion in IV.F.
- **MOTION: re-adopt Board Policy Manual (i.e., knowing that some sections may be reviewed and updated).** Moved and seconded. Motion carried.

V. Executive Director and Operations

- A. Garrison presented from his report and answered Board member questions. Discussion included Garrison's plans for the FY23 MCLS budget to be presented in May, and ways to invest some of MCLS's net assets less real estate.

VI. Ends Development

- A. Diversity, Equity, Inclusion, Justice, and Accessibility (DEIJA) - Values:
- President Frank-Wilson led a discussion of how to include DEIJA in the Board Policy Manual.
 - **MOTION: the Board's DEIJA task force will make a work plan to accomplish the Board's DEIJA goals and incorporate DEIJA into the Board Policy Manual, section by section.**
Moved and seconded. Motion carried.

- B. Ownership Linkage plan development:
- Ownership Linkage Committee member R. Smith presented the committee's ideas, and discussion followed about doing Twitter chats and engaging Owners at meetings Board members attend prior to the May Board meeting.

VII. Board Meeting Assessment: Board members self-assessed their meeting, offering their individual thoughts.

VIII. Adjournment: **MOTION: adjourn the MCLS Board of Directors meeting at 3:45 PM.** Moved and seconded. Motion carried.