

**Midwest Collaborative for Library Services
MCLS Office, Indianapolis, Indiana
Board Meeting Minutes
May 18, 2011**

I. Call to Order

A. Roll Call & Accountability of Meeting Preparation

The meeting was called to order at 10:00 a.m.

Present: Logan, Arnett, Currie, Flick, Fore, Haka, Heidenreich, Hooks, Lansdale, Lincoln, Liu, Lunsford, Mullins, Robertson, Roethemeyer, Dykhuis

Staff/guests: Dukelow

B. Approval of the Agenda

Amendments to the Agenda: Policy 4.1 and Policy 3.4 will be moved to agenda section III. Item to consider correspondence from the Indiana State Library will be added to section III.

Motion to approve the Agenda as amended by Robertson, seconded by Roethemeyer. Motion approved.

C. Consent Agenda

Policy 4.1 and Policy 3.4 question are moved to III. Arnett questioned absence of Policy 2.3, which was due in April, from the website. Dykhuis will investigate and report back to the Board.

Motion to approve the Consent Agenda as amended by Arnett, seconded by Hooks. Motion approved.

1. Policy 2.0 Global Executive Limitations Monitoring Report
2. Policy 2.1 Treatment of Members and Customers Monitoring Report
3. Policy 2.4 Financial Planning/Budgeting Monitoring Report
4. Policy 2.5 Financial Conditions & Activities Monitoring Report
5. Policy 3.3 Board Member Code of Conduct Compliance Report
6. Policy 3.8 Cost of Governance Compliance Report [moved to Board Operations]
7. Policy 4.1 Unity of Control Compliance Report
8. Policy 4.4 Monitoring Executive Director Performance Compliance Report
9. Policy 2.9 Communication & Support to the Board Compliance Report
10. Policy 3.0 Global Governance Commitment Compliance Report
11. Policy 3.4 Agenda Planning Compliance Report

D. Approval of Minutes of February 17, 2011 meeting

Amend the Minutes to indicate location of the meeting to Indianapolis, Indiana.

Motion to approve the Minutes as amended by Flick, seconded by Liu. Motion approved.

II. Policy Governance Introductory Seminar

- A. Report & discussion of the March 25-26 seminar – Logan, Fore, and Lansdale reported on the Policy Governance Introductory Seminar, which was held in Atlanta on March 25 and 26.

III. Board Operation

- A. Report from Ad Hoc Committee to Review CEO contract
Liu reported on the Executive Director's contract. The committee recommends extending through December 31, 2012, with changes to clarify contract terms and bring into alignment with current practice. Motion by Arnett to amend section 11 of the employment agreement to include memberships in all appropriate professional associations, seconded by Roethemeyer. Motion approved.
- B. Policy 3.8 Cost of governance review & revision
The board reviewed the cost of governance in light of board travel and expenses related to a two-state organization. Motion by Robertson to eliminate subsections A, B, C, and D of Policy 3.8 in the Board Policy Manual, seconded by Liu. Motion approved.
- C. Travel reimbursement guidelines
MCLS will reimburse Board members for all reasonable direct expenses associated with attending Board and committee meetings. This includes mileage, air fare when necessary, hotel, and meals. There are no IRS issues with reimbursement of direct expenses.
- D. Nominating committee preparations for 2011 election
Report by Hooks on the committee's discussion relating to this year's election. After discussion, Lansdale moved to select a slate of candidates for the open seats and present to the membership for approval, seconded by Currie. Motion approved. The committee will bring the slate to the August meeting for Board approval. The slate will be presented to the membership at the October 6 Annual Meeting.
- E. Board Resolution about Section 125 plan
Motion by Arnett to approve the Resolution to update the Section 125 plan for MCLS, seconded by Lansdale. Motion approved.
- F. Policy 4.1 Compliance Report
There was discussion about Policy 4.1 and enforcement. Motion by Hooks to accept the compliance report on Policy 4.1, seconded by Haka. Motion approved.
- G. Policy 3.4 Compliance Report
Lincoln presented the compliance report for Policy 3.4. After discussion, Hooks moved to change agenda items to reflect current practice of four Board meetings annually, with appropriate items for each meeting agenda, seconded by Liu. Motion approved.
- H. Correspondence from the Indiana State Library
The Board discussed a letter received from Sylvia Watson at the Indiana State Library on May 12, 2011 asking that the Indiana State Librarian be removed from the Board. After discussion, Mullins moved to recommend to the membership an amendment to MCLS bylaws Article 4 section 4.01c to remove the ex officio seat on the Board for the Indiana State Library, second by Roethemeyer. Motion approved. The Board authorized a special membership meeting to be held during the summer.

IV. Executive Director

- A. Executive Director report
Dykhuis referred Board members to his written report.
- B. Indianapolis Office Building

Dykhuis reported on the status of the Indianapolis building. After discussion, Mullins moved to sell the building, subject to approval by the membership, seconded by Heidenreich. Motion approved.

C. Indiana Resource Sharing Project

Dykhuis and Dukelow reported on their presentations at Indiana Library Federation regional conferences. There was additional discussion about resource sharing in Indiana and the role MCLS ought to play.

V. Budget

A. FY2011 – YTD

Dykhuis reported that he expects to end the fiscal year in June with positive net revenue.

B. FY2012 Budget presentation

Dykhuis discussed the FY2012 budget.

VI. Adjournment

The meeting was adjourned at 2:45 p.m.

Attachment A

NOTES: Carver Camp

Report & discussion of the March 25-26 seminar – Logan, Fore, Lansdale

Lansdale – critical to attend as a new board member

Good to have local refresher training too.

Fore – evolution of cooperative organizations and how the roles of participants change as the organizations evolve. Important to understand role as board members and difference from being an owner. Good to look to the Ends and not to focus on the Means. The two-day training was good to get into depth on Carver.

Logan – Learned more than just reading the Carver articles. Board member's responsibility is to read the reports, and keeping the written policies fresh is an important commitment. Also, the importance of linkage to the owners and what we should be doing for ownership linkage.

Question – how is being a steward working for individual board members? We might get more out of policy review if we discussed some of them in the board meetings. It is a new process for the board members to get used to, i.e., the responsibility of reviewing processes instead of addressing issues. The board can discuss issues without being directive on the issues. There is a boundary between board and director which allows the director to choose how to move forward. The board represents all membership, not just select constituencies. Board members bring expertise and knowledge of constituencies (for example, reports by board members). We would benefit from the exercise of asking the questions at a retreat: “who is our owner?” and “who is our customer?” The “double-negative” of the director limitations can be hard to grasp by board members new to Carver, but this is a freeing aspect of Carver (better than being told what to do). We need some additional full-board training (at the retreat or on future agendas).

Action items: include Carver training for new members in the retreat agenda, look at board education in general when that policy comes up for review, include a discussion of membership linkage on August agenda