



Meeting of the Merger Transition Board

April 6, 2011 at 5:00 p.m. – MLS/Burr Ridge and Videoconference Sites

MINUTES

1. MEETING CALLED TO ORDER

The Merger Transition Board met on April 6, 2011 at the Metropolitan Library System, 125 Tower Drive, Burr Ridge, Illinois. The meeting was called to order at 5:00 p.m. by President Su Erickson.

2. ROLL CALL OF THE MEMBERS OF THE TRANSITION BOARD

Recording Secretary Jane Plass called the roll with the following members present at MLS: Jack Budz (arrived at 5:09 p.m.), Kathy Caudill, William Coffee, Alan Davidson, Donna Dzedzic, Su Erickson, Victor Johnson, Crystal Megaridis, Megan Millen, and Kathleen Pilat (arrived at 5:02 p.m.).

Members attending by videoconference from remote sites were Sue Herring and Wed Turner at ALS/East Peoria, Charlet Key at PALS/ Coal Valley, and Phyllis Self at Western Illinois University.

The following was an excused absence: Catherine Yanikoski.

A quorum was present. As stated in the *Policy on Meeting via Electronic Means*, a physical quorum at the primary meeting location is no longer required.

3. RECOGNITION OF GUESTS AND ANNOUNCEMENTS

Dir. Erickson polled each remote site: ALS/East Peoria, PALS/Coal Valley, Western Illinois University, the Illinois State Library (ISL), and Rolling Prairie Library System. Guests present at MLS/Burr Ridge and at some remote sites were recognized.

There were no announcements.

4. PUBLIC COMMENT

Dir. Erickson polled each site separately for public comment. Speakers were asked to state their name and affiliation.

Laura Frizol, Director of LaSalle Public Library and Chair of the PALS Librarians' Advisory Committee (PALS LAC), spoke in favor of forming a similar advisory group for RAILS. PALS LAC has submitted a letter with this proposal (published as meeting document 10.7.1). PALS LAC has multitype representation, both appointed and elected, based on the PALS neighborhood structure. It is a board-affiliated committee that serves as a conduit between members, the system director, and the system board. It meets quarterly. Results have been positive. Since the budget and staffing cutbacks at the system, the PALS LAC has assisted with membership applications, site visits, creation of a welcome packet for new library directors, and formation of a mentoring database.

5. ADOPTION OF THE AGENDA

Dir. Davidson stated that reconsideration of the McGladrey contract needed to be split into two action items: agenda item 15.1 for fiscal consulting services and 15.1.A for benefits consulting.

Dir. Coffee moved, and Dir. Johnson seconded, that:

THE AGENDA BE ADOPTED AS AMENDED.

Each site with board members present was polled for a voice vote. The motion carried unanimously.

6. APPROVAL OF MEETING MINUTES

Typographical errors on pages seven and ten of the draft minutes for the March 22, 2011 meeting were corrected.

The motion on page seven should read:

Dir. Davidson moved, and Dir. Coffee seconded, that

THE TRANSITION BOARD STATES ITS COMMITMENT TO MAINTAIN DELIVERY FOR ALL LLSAP MEMBERS, INCLUDING COST-RECOVERY SERVICE TO IOWA LIBRARIES THAT REMAIN IN PRAIRIECAT.

The motion on page ten should read:

Dir. Davidson moved, and Dir. Budz seconded, that

THE MERGER TRANSITION BOARD RECOMMENDS THAT MLS NOT PROCEED WITH CONTRACT NEGOTIATIONS AND OUTSOURCING OF ITS DELIVERY SYSTEM PRIOR TO THE MERGER OF THE FIVE SYSTEMS.

Dir. Johnson moved, and Dir. Dziedzic seconded, that:

THE MARCH 22, 2011 MEETING MINUTES BE APPROVED AS AMENDED.

Each site with board members present was polled for a voice vote. The motion carried unanimously.

7. OPEN MEETINGS ACT

7.1. Update on OMA Issues

Dir. Caudill noted that the door was unlocked when she arrived and that the meeting was in the capable hands of Dir. Erickson.

8. POLICIES AND PROCEDURES OF THE TRANSITION BOARD

8.1. Policy on Meeting via Electronic Means

Jane Arsenault reviewed the recommended addition of the new paragraph 12 to the policy on meeting via electronic means:

All decisions will be made using majority rule. There will be no muting of any connections with remote location(s) with MTB member(s) at any time. There will be no sidebar discussions.

Discussion ensued about whether the requirement (in paragraph 4) to record votes done by electronic attendance is satisfied by the record of attendance at remote sites or if roll call votes should be taken for each issue. Dir. Budz stated that the important procedure is to call on each site individually when votes are taken, which is being done consistently.

Dir. Davidson moved, and Dir. Johnson seconded, that

THE REVISED POLICY ON MEETING VIA ELECTRONIC MEANS, WITH THE ADDITION OF THE NEW PARAGRAPH 12, BE ADOPTED.

Each site with board members present was polled for a voice vote. The motion carried unanimously.

8.2. Policy for Visitors to Speak at Board Meetings

Ms. Arsenault reviewed the proposed policy for visitors to speak at board meetings. This will be an action item at the April 20 Transition Board meeting.

Discussion points included:

- The proposed policy allows for input while controlling meeting time.
- It's good to have a policy in place before issues arise.
- The proposed policy is based on Naperville Public Library's policy, which has been reviewed by an attorney.

9. UPDATES FROM SYSTEMS

9.1. Projected Cash Flow

Michael Piper presented the updated cash flow projection, which reflected the recent payments to the five library systems.

9.2. Fiscal Year 2011 Status of Services, Budgets, and Properties

Each system reported on its current status.

ALS: Janice Sherman reported that ALS now has a person working who can respond to requests for human resources information.

DLS: Tom Sloan reported that the DLS delivery task force has held its second meeting and has come up with a core set of statistics to describe interlibrary loan activity.

MLS: Su Bochenski noted receipt of the recent payment and stated that the past two weeks had been quiet.

NSLS: Jan Hayes also noted receipt of the recent payment and reported that delivery was going well.

PALS: Michael Piper stated that the past week had been quiet.

10. MERGER PLANNING PROCESS

10.1. Planning Process and Timeline

Jane Arsenault observed that more and more steps in the process document have been grayed out as completed. The area and per capita grant application is the next step. System directors are working on this.

The search committee has begun the process for hiring the interim director. It will present its recommendation at the April 20 Transition Board meeting.

System directors and Jane Arsenault are working on identifying remaining issues that the Transition Board will need to handle. This list will help with planning meetings.

10.2. Action Items for Boards of the Five Library Systems

Ms. Arsenault noted that all system board tasks have been completed except for assistance with identifying candidates for the RAILS board.

10.3. Update on LLSAP Process and Timeline for Contracting for Services

Mr. Piper noted the rapport that has developed among the LLSAP directors. LLSAP contract issues are being worked through, and budget figures are being developed for the area and per capita grant application.

10.4. Update on Issues Regarding Libraries Served in the Quad Cities Area

Dir. Key and Judy Hutchinson (PALS Administrative Services Manager and Interim PrairieCat Manager) reported that 19 libraries have notified PrairieCat of their intent to withdraw by December 31, 2011. This includes all 11 Iowa libraries and 8 Illinois libraries. It represents about \$300,000 (25%) of the PrairieCat budget. It is unlikely that these libraries can be convinced to stay.

10.5. Letter of Response to MLS Board Regarding Request for Outsourcing Delivery

Dir. Erickson stated that she had sent Su Bochenski the letter of response regarding the request to outsource MLS delivery. Ms. Bochenski will place it on the MLS board agenda.

10.6. Update on Proposed Meeting with Secretary of State and State Librarian Jesse White

Dir. Erickson reported that Jesse White had declined the request to meet but had affirmed his support for the merger effort, delivery, LLSAPs, and the Talking Book program.

Dir. Erickson also reported that Anne Craig had asked for a merger report at the April 14 meeting of the Illinois State Library Advisory Committee (ISLAC). Dir. Coffee will attend.

10.7. Member Advisory Board

Dir. Erickson and Mr. Piper thanked Laura Frizol and the PALS LAC for their work and for recommending formation of a member advisory board. Ms. Arsenault stated that the system directors agree this is a good idea, especially given the limited opportunities for member input during the merger process so far and the extensive planning that will be done in FY2012. The system directors will develop a proposal and urge the Transition Board to give it serious consideration.

Dir. Pilat stated that the Communications subcommittee supports the concept, has made it part of the communication plan, and will be happy to help. Dir. Herring noted that she

was a member of an advisory committee when ALS formed; she found it a positive experience that helped build teamwork.

11. SELECTION OF THE INTERIM EXECUTIVE DIRECTOR

11.1. Search Committee Members and Search Process Timeline

Ms. Arsenault noted that the search timeline had been revised. Applications have already been received from several candidates. The search committee will conduct interviews on April 7 and then do reference checks. The committee will have a recommendation for the Transition Board on April 20, 2011.

11.2. Review and Approval of Interim Executive Director’s Job Description

The draft job description for the interim director was reviewed. Dir. Self suggested changing the word *ability* in the Qualifications section to *proven ability*.

Dir. Coffee moved, and Dir. Megaridis seconded, to

APPROVE THE JOB DESCRIPTION FOR THE INTERIM EXECUTIVE
DIRECTOR AS AMENDED.

Each site with board members present was polled for a voice vote. The motion carried unanimously.

Ms. Arsenault will revise the Qualifications section to reflect the change.

12. ELECTION OF NEW SYSTEM BOARD

12.1. Report from the Nominating Committee

Janice Sherman reported as chairperson of the nominating committee. The committee met by conference call on April 5, 2011. Committee members reviewed the applicable bylaws and instructions from the Transition Board.

The committee is charged with both encouraging and accepting nominations. Ms. Sherman urged board members to contact a committee member if they have any questions.

12.2. Nominating Committee Members and Instructions

Nominating committee members are:

ALS	Janice Sherman (Chairperson)
DLS	Amy Arlowe
MLS	Sylvia Jenkins

NLSL Kathy Caudill
PALS Charlet Key

Su Bochenski will serve as staff liaison.

12.3. Nominating Timeline

Ms. Sherman stated that the nominating timeline had been revised based on known dates for Transition Board meetings.

The call for nominations will be posted on the merger website on April 8, 2011, and the window will be open for two weeks. The nomination information will include:

- Basic election information
- An overview of the board seats and terms
- Online links to the bylaws and other information
- A concise list of the board's responsibilities, including attendance and participation at board meetings, review of the minutes, and meeting preparation by reviewing documents
- A statement about the uncertainty of meeting locations, travel reimbursement, and future service
- The nomination form

The nomination form will include:

- A commitment statement
- A section to select the position(s) being applied for. Candidates will be encouraged to select multiple positions if they are qualified for them (e.g. a school librarian who also serves as a public library trustee). This will give the nominating committee more flexibility.
- Essay questions on reasons for wanting to serve and on areas of expertise and experience
- Questions about eligibility for public library trustees and system board members (e.g. years of service and end of term)

The nomination information and form will be posted on the merger website. Systems should link to this and should send out announcements to their members.

The bylaws call for the one-year, two-year, and three-year terms to be decided by lot after the election. Discussion ensued on how this will be done based on varying eligibility among the new board members. Instructions about eligibility in the nomination information will affect the number of candidates. It was suggested that multiple pools could be held (i.e. pools of board members eligible for one year, two years, and three years) with lots drawn from each pool.

The nominating committee and Ms. Bochenski were thanked for their work.

12.4. Policy on Travel Reimbursement

Dir. Erickson read the recommendation from the nominating committee about travel reimbursement for RAILS board members. As a committee motion, a second was not required.

Dir. Budz advised adding the words *and federal tax guidelines* to the recommendation. Janice Sherman accepted the revision on behalf of the nominating committee. Discussion ensued about state and IRS guidelines for travel reimbursement.

Each site with board members present was polled for a voice vote. The recommendation as amended was approved unanimously.

13. APPLICATION TO MERGE

Su Bochenski stated that the final application to merge had been submitted to the Illinois State Library and that a copy was included in the April 6 board packet. An ISL memo received on April 6 noted receipt of the application and stated that its review would be expedient.

14. SYSTEM AREA AND PER CAPITA GRANT

14.1. Process and Timeline for Development, Approval, and Submission of FY12 Grant Application

Jane Arsenault reviewed the timeline for the area and per capita grant application. Su Bochenski reported that system directors and staff are working on the application. The April 6 memo from the Illinois State Library included clarifications about requirements. Transition Board members will see a draft at the May 2 meeting and will be asked to approve it at the May 18 meeting.

15. CONTRACTING SERVICES

Jane Arsenault stated that the McGladrey proposal for financial services and benefits consulting needed to be reconsidered. Although Dir. Johnson had recused himself from discussion and voting during the March 22 meeting, state law requires full disclosure of reasons for conflicts of interest.

15.1. Financial Services

Dir. Johnson stated that he recused himself from discussion and voting on the McGladrey proposal for financial services. He is an employee and director at RSM McGladrey and also owns 120 shares of H&R Block, McGladrey's parent company.

Dir. Budz moved, and Dir. Caudill seconded, to

ACCEPT THE MCGLADREY PROPOSAL FOR FISCAL CONSULTING.

A roll call vote was taken. The superscript *R* denotes voting done via videoconference from a remote site.

Ayes: 12 (Directors Budz, Caudill, Coffee, Davidson, Dziedzic, Erickson, Herring^R, Megaridis, Millen, Pilat, Self^R, and Turner^R)
Nays: 1 (Director Key^R)
Abstentions: 1 (Director Johnson)

The motion carried.

15.1.A. Benefits

Dir. Johnson stated that he recused himself from discussion and voting on the McGladrey proposal for benefits consulting. He is an employee and director at RSM McGladrey and also owns 120 shares of H&R Block, McGladrey's parent company. He further clarified that he was not involved with the proposal or project and that he has not received any related remuneration.

Dir. Budz moved, and Dir. Caudill seconded, to

ACCEPT THE MCGLADREY PROPOSAL FOR BENEFITS CONSULTING.

A roll call vote was taken. The superscript *R* denotes voting done via videoconference from a remote site.

Ayes: 13 (Directors Budz, Caudill, Coffee, Davidson, Dziedzic, Erickson, Herring^R, Key^R, Megaridis, Millen, Pilat, Self^R, and Turner^R)
Nays: 0
Abstentions: 1 (Director Johnson)

The motion carried.

15.2. Human Resources

Jan Hayes reported that she had met with consultants from the Management Association of Illinois. Four persons are assigned to this project. They will be working on:

- Job descriptions, followed by a compensation plan
- The employee handbook
- Employment packages

The service agreement has been sent to the attorney and to Tom Sloan.

15.3. Facilities Planning

Jane Arsenault reported that the system directors had reviewed the two proposals for facilities planning and recommended IFF Real Estate Services.

Discussion centered on differences between the two proposals, particularly the wide variation in cost. Points included:

- References for both IFF Real Estate Services and Library Planning Associates were laudatory.
- Library Planning Associates (LPA) has a lot of library experience and is known to be very capable. However, their proposed cost was much higher.
- Hourly rates were similar in both proposals. The LPA proposal listed more hours, including time for interior design and a finance review. It's possible that the Request For Proposal was perceived as a building project, which it was not.
- The IFF proposal contained some pro bono hours. IFF (Illinois Facilities Fund) is a nonprofit business. Nonprofit experience could be helpful in this project.
- Facility needs for a regional library system are not the same as a library, so lack of library experience should not be a concern.

Dir. Davidson moved, and Dir. Dziedzic seconded, to

ACCEPT THE FACILITIES PLANNING PROPOSAL FROM IFF REAL ESTATE SERVICES.

A roll call vote was taken. The superscript *R* denotes voting done via videoconference from a remote site.

Ayes: 14 (Directors Budz, Caudill, Coffee, Davidson, Dziedzic, Erickson, Herring^R, Johnson, Key^R, Megaridis, Millen, Pilat, Self^R, and Turner^R)
Nays: 0
Abstentions: 0

The motion passed unanimously.

16. COMMUNICATIONS SUBCOMMITTEE

16.1. Report from Subcommittee

Dir. Pilat stated that the Communications subcommittee had not met since the last Transition Board meeting.

16.2. Process for Creating System Logo

Dir. Pilat asked for clarification about the timeline and process for creating a system logo. She asked whether this process should begin now or wait until the new system begins. Board members agreed that logo creation should be handled by the elected RAILS board.

Jane Arsenault stated that the system directors recommend using a professional firm to help create a brand. The logo is important and needs to be part of an integrated strategy.

Some board members agreed with using a professional firm. Others pointed out that some colleges, such as Herrington College of Design and Robert Morris University, have courses on creating a corporate identity, and the work could be done at lower cost. Today's student is tomorrow's professional.

The cost for developing a logo needs to be included in the FY2012 budget.

The Communications subcommittee was asked to summarize available information and work on a recommendation to the new board.

17. MEETING SCHEDULE

17.1. Future Meetings

The next meetings will be April 20 at 5:00 p.m., May 2 at 4:00 p.m., and May 18 at 4:00 p.m. A poll for June meetings will be taken.

Dir. Erickson noted that responses to the May 18 meeting indicate exactly a quorum and that board members should attend if at all possible.

17.2. Locations

All team members may attend via prearranged videoconferencing sites. Follow the instructions for attending a meeting via electronic means.

18. NEXT MEETING AGENDA ITEMS

- 18.1. Search for Interim Executive Director
- 18.2. Nomination and Election of New Board
- 18.3. Update on System Area and Per Capita Grant Application
- 18.4. Meeting with Consultants
- 18.5. FY2012 Communication Plan

Additions to the agenda will include the policy for visitors to speak at board meetings. Other policies may be needed for the area and per capita grant application and may be presented for discussion.

19. EVALUATION OF MEETING REGARDING COMPLIANCE WITH THE OPEN MEETINGS ACT

Dir. Caudill had no comments.

20. PUBLIC COMMENT

Illinois State Library staff expressed concern about proposed methods of assigning terms of board officers. The Transition Board was advised to consult its attorney. The bylaws require that terms be assigned by lot. Any change to the bylaws would require ISL approval.

Anne Craig also stated that state travel regulations and reimbursement limits are posted on the Central Management Services (CMS) website. The Transition Board doesn't need to adopt these but should be aware of them. Board members asked for the URL. (http://www.cms.illinois.gov/cms/2_servicese_oth/trvlguid.htm) Su Bochenski noted that the approved recommendation on travel reimbursement simply calls for RAILS board members to be eligible for travel reimbursement; specific guidelines are not needed at this time and can be adopted by the RAILS board.

Beverly Obert, Executive Director of Rolling Prairie Library System, noted that an advisory council was part of the bylaws of the Illinois Heartland Library Systems and that she was glad to see that the Transition Board supported the concept as well.

21. ADJOURN

Dir. Johnson moved, and Dir. Pilat seconded, that:

THE MERGER TRANSITION BOARD ADJOURN.

The motion carried. The meeting adjourned at 6:45 p.m.

Respectfully submitted,

Alan N. Davidson, Board Secretary

Jane Paula Plass, Recording Secretary

_____ Minutes approved as read.

_____ Minutes approved as amended.

Su Erickson, Board President