

**Minnesota Library Association**  
**Board Meeting Minutes**  
**Friday, August 16, 2013**  
**10:00 AM – 12:00 PM**  
MELSA  
1619 Dayton Avenue, Suite 320  
St. Paul, MN 55104-6276

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**Present:** Kristen Mastel, Kirsten Clark, Anne Hulseberg, Carla Urban, Amy Springer, Carla Powers, Pat Steiger (staff) Judy Schotzko, Mark Ranum, Delane James

**Guest:** Ashley Driste (Ampere! staff)

**Absent:** Ben Trapskin

1. **Call to Order** Mastel called the meeting to order at 10:04 AM.
2. **Welcome and Introduction** Steiger introduced Ashley Driste, Associate Account Coordinator with Ampere!. She started with Ampere! two weeks ago and works with Meetings and Events and with the Account Associates. Members were asked to introduce themselves.
3. **Adoption of Agenda with Awards and Hulseberg's additions - Ranum moved to approve the agenda; Schotzko seconded. Hearing no further discussion, motion passed.**
4. **Approval of June 21, 2013 Minutes - Hulseberg noted that the minutes should read \$100,000 was moved from the Bremer checking account and deposited into the Wells Fargo savings account. Urban moved to approve; Clark seconded. Motion passed.**
5. **Financial Report (Hulseberg)**
  - 5.1. June Monthly Reports - Changes were requested to recode ARLD expenses; June financials reflect these changes.
  - 5.2. July Monthly Reports - At the end of July total assets were at 208,633; revenue through July was \$86,850. Cost of sales was at \$33,325. Expenses were at \$82,693, the majority attributable to the Ampere! contract and professional fees. There was a net income (loss) of (\$29,667). There have been some unanticipated increases this year, including a contract adjustment with Ampere!. This time last year we were at about a net income (loss) of (\$23,000). There was one change to the July financials which was to moved to ALA travel expense. **Hulseberg moved to approve June and July financials; Clark seconded. Motion passed.**
  - 5.3. Investment options update – Hulseberg and Mastel met with Mclean and Steiger to discuss investment options. It was determined it would be best to wait and integrate investment strategies into the budgeting process after a more accurate picture of revenue is available. This will come back to the Board in November and December.
  - 5.4. Taxes update – Ampere! staff sent them out yesterday to the CPA to file. Hulseberg has reviewed the documents and requested that other board members do so as well and contact her with any questions. An amendment can be filed free of charge if needed. Springer commented that, as the names of last year's board members are on the document, perhaps they should have a chance to review the taxes as well. **Action item:** Send tax forms to last year's board members to review.
  - 5.5. Audit update – Mclean and Steiger are revising the RFP, which will be sent on December 23. A recommendation will be brought to the Board in January. Schotzko asked about the estimated cost to the organization. Hulseberg will look into this.

## 6. Reports

### 6.1. President's Report (Mastel)

- 6.1.1 Association Management RFP\_- Mastel noted that she is working with Hulseberg and Trapskin on finishing the Association Management RFP. A tentative deadline is to send it out August 30 with questions due by September 15. Proposals will be due October 15, with evaluations by November 1. Interviews will be scheduled the following week, and a recommendation will be made at the November Board meeting. Mastel noted that Board members will be asked to review the RFP for input.
- 6.1.2 October Board Meeting – Urban asked about scheduling of the October Board meeting which is often done in conjunction with the conference. After Board discussion of preferences and scheduling, it was decided to hold the meeting on the Wednesday preceding the conference. Mastel will determine the time and place. The October 18 meeting will be removed from the calendar.

### 6.2 Executive Director's Report (Steiger)

- 6.2.1 Membership Report – Steiger noted membership is holding steady. Schotzko had some questions about the current reports; and the columns that reported students, trustees and Friends. Steiger will check into this and report back to the Board.
- 6.2.2 Client Scorecard – Steiger compared Ampere! hours for Legislative Day as requested by the Board at the previous meeting. She reported the biggest jump was staffing during two days at the event. Ranum noted that during a budget year there is a need for more staffing and 2013 was a budget year. Next year should be fewer hours.
- 6.2.3 Sign holder count– Steiger reported that there are nine easels at Ampere! Mastel noted that MELSA has extras for the conference that can be accessed; currently 10 are on reserve. Springer requested as many as they can get; Minitex also needs some. Mastel will double check on these.

### 6.3 Strategic Planning Recap (Urban/Mastel)

Trapskin, McGraw and Ewing met to discuss next steps. So far in the 90-day implementation plan, only one section is filled out for each objective. The planning committee will ask the planning subgroups to finish action planning for the goal they worked with. Mastel proposed calling volunteers and engaging small working groups and committees in the conversation, and she suggested having quarterly check-ins via GoToMeeting. A recap of the first year and planning for year two would be best served by an in-person meeting in June or July. Urban suggested integrating the strategic plan into the monthly board meeting agenda to ensure that the plan is integrated into the work of the Board. **Action item:** Mastel will follow up with instructions to the groups. It is important to identify a key person in each group who will set up time for a group meeting. Urban stressed the need for meaningful follow up going forward. Ranum noted that the document was very good; some aspects easily dovetailed into the current legislative direction.

### 6.4 Legislative Report (Ranum)

- 6.2.4 Legislative Forum and came up with a tentative platform and set of initiatives. 2014 is a bonding year, which which means that the focus will be construction projects. Other issues the Legislative Committee may pursue include homework

help, ebook pricing equity, and collections. There is discussion about trying to introduce a bill that would require all ebooks to be sold to institutions at the same price as they are sold to individuals. This is also on the national agenda and was introduced by the state of Connecticut. It was noted that there is a broadband task force meeting at the Alexandra library in September but no library representation on it. The committee is working to correct that. There are some funding initiatives for both regional library and multitype support. Although tax collections are down statewide they are still above expectations; this may be an opportunity for funding. There is some discussion about 2011 changes in the Maintenance of Effort law, which had the impact of increasing disparities among public library funding; however, any proposed changes in MOE would need to be addressed carefully in order to avoid political fallout. Urban noted that Nancy Walton has retired. Urban attended the retirement celebration and presented a gift on behalf of MLA and MEMO. Ranum noted that with this change in leadership, State Library Services will undergo some restructuring.

- 6.2.5 Lobbyist Contract - Ranum told members that there are two types of lobbyists: those who work for a particular type of organization and are familiar with the issues and those who work for a variety of groups. Most independent lobbyists who might be interested in working with MLA either have conflicts of interest, full schedules, or bigger clients that would distract from our issues. Ranum recommended that he contact two or three possible lobbyists and have an informal conversation about scope of work. After much discussion, board members felt that they wanted to pursue due diligence on a new lobbyist contract without putting it out for bid in a formal way. Urban stressed the importance of working in conjunction with MLA's partner organizations and asked Ranum to put together a brief report with comparables and comments from legislators. Action Item: Ranum will provide a one-page report to the Board at its next meeting.

- 6.5 ALA Chapter Relations Officer Report to ALA (Trapskin)  
Trapskin was unable to attend. No report.

- 6.6 Awards update - Urban reported that the deadline is August 23; so far there have been four nominations for Above and Beyond, one for Bill Asp, and none for the other awards. Schotzko asked about the process. MALF would like to give out one of its awards at a different time than at the luncheon.

- 6.7 ARLD Report (Springer)  
Springer reported that ARLD is working on elections and had a great set of candidates for each position. Ballots will be sent out in the next month. Nine proposals have been accepted for the poster session at conference. The Board is considering revisions to the bylaws, because some of the language no longer makes sense. ARLD membership must be alerted one month prior to voting on any changes to the bylaws. Mastel stressed that the bylaws must not conflict with those of MLA.

- 6.8 Intellectual Freedom Committee (Clark)  
Gabriel Gardner has agreed to be the ARLD representative on the committee, and PLD will appoint a representative as well. Clark will be the chair-elect after the election. There will be an informal meeting of the outside groups on the committee in September to explain the committee's new structure. The committee needs to determine its role as an advisory group, as well as what duties the chair-elect and past chair will perform.

#### 6.9 PLD Report (James)

Since the strategic planning session PLD has initiated monthly meetings. The group is interested in planning some sort of PLD Day and/or outstate networking opportunities. James would like to put together an operations manual to hand over to the incoming chair at the end of her term. Meetings are currently being held via GoToMeeting, but the group would like an in-person meeting at the beginning of the year.

#### 6.10 MLTA/MALF (Schotzko)

The group is organizing a set of workshops called "Building the Blueprint." The workshops will take place in Mankato, Fergus Falls and Mountain Iron. Anne Walker Smalley is doing a presentation and then incorporating a local panel. The group is planning the fall meeting and awards. Schotzko pointed out discrepancies in the membership report – the life membership went up by one and also there is an issue with cumulative total on students, friends and trustees. **Action item:** Steiger will investigate this, correct it and report back.

### 7 Discussion Items

7.1 General Liability Coverage – Steiger presented the renewal for general liability insurance for payment. She suggested that the Board consider putting the policies out for bid to ensure they are competitive. **Action item:** Steiger will look into a process for this prior to the budgeting process. **Ranum moved to approve payment of the policies; Urban seconded. Motion passed.**

7.2 Website Update Check Request Form - Hulseberg reported that the check request form is now published on the website. Anyone who has access to the tools can get the check request form online along with the budget.

7.3 Bylaws Updates - Powers presented the recommended changes to the Bylaws that were provided to the Board prior to the meeting.

Article 1: Membership and Dues – The following recommendation was made:

1.3.1. Any member may join as many Subunits as align with their interests. This would be a change from the current practice of charging \$5 for membership in Sections and Roundtables.

There was discussion about the financial impact of this change. It would result in a reduction of about \$1740 per year. Urban asked what types of things would be done to offset the revenue loss; dues increase, conference registration? Currently subunit budgets are based on dues revenues, so this change would require a different way of determining subunit budgets. **Action item:** Mastel will lay out a plan and then pull financial reports for the prior year for each subunit.

Article 2: Officers – Language was added to Section 2.3.4 based on discussion at previous meetings: All disbursements of the Association funds within the approved budget must be authorized for payment, initially by the Executive Director, and ultimately by the President and Treasurer at the time of actual disbursement of funds.

2.6.2. All disbursements of the Association funds within the approved budget must be authorized for payment, initially by the Executive Director, and ultimately by the President and Treasurer at the time of actual disbursement of funds.

Article 5: Subunits – Recommendations included removing language requiring subunits to adopt bylaws and have them approved by the MLA Board.

5.3. Each Subunit shall be governed by the Bylaws of the Association. Each Division may adopt bylaws, but not in conflict with those of the Association. Copies of the bylaws and bylaws amendments shall be filed with the Secretary of the Association.

5.4. A Subunit may adopt a distinctive name and shall have the authority within its own field as defined by the Association to determine its own policies and to develop its own programs provided these do not conflict with the established policies and programs of the Association.

Section 5.5 was struck.

Article 11: Nominations and Elections – Recommendations were made to clarify the secretary's role.

11.2. The Secretary shall ensure the preparation of a list of the nominees so selected and a nominating petition blank. The Secretary shall ensure that these are distributed as official publications of the Association to the membership no later than June 30.

11.5. The Secretary shall ensure that the official ballot is prepared. Ballots and return envelopes or mailers addressed to the chair of the Tellers Committee shall be mailed to the membership by August 15.

11.10. In the case of a tie vote, the determination shall be by lot, administered by the Secretary.

Members reviewed the addition of 11.10 and agreed that the term "lot" would be replaced with "coin toss."

Article 12: Meetings – A grammar error was corrected in Article 12.2.2. Ten days' notice of a meeting of the Board shall be given to each Board member.

**Action item:** Powers will compile a summary of the proposed changes, a copy of the Bylaws with changes tracked, and a clean copy. She will have Mastel review them before sending them to Ampere! for distribution. This must be done at least 30 days prior to the business meeting at the annual conference.

**Ranum moved to accept the recommended changes and to move it forward for a vote by the membership; Clark seconded. Motion passed.**

## 7.4 Policy Updates

7.4.1 Conflict of Interest \* (Mastel) – Urban suggested putting this off until the September Board meeting; members agreed.

7.4.2 Financial Policies – Hulseberg presented the financial policies for adoption:

7.4.2.1 Reimbursement Policy (revised) – The first paragraph includes a small change in an effort to clarify the process. The second paragraph is the same. The third paragraph is common sense but serves to document in case there a problem comes up in the future. The fourth paragraph explains how paperwork is submitted.

7.4.2.2 Checking, Savings, Investment Policy (revised) – Current policy says all funds placed in an interest bearing checking account; changed to federally insured financial institution. Internal procedures require documentation. Added paragraph to agree with language on previous policy.

7.4.2.3 Disbursement Policy (new) – Language in this policy was added to proposed Bylaws changes. New policy states that even if the expense is in the budget it has to be authorized by Executive Director and Treasurer.

7.4.2.4 Audit Policy (revised to reflect Audit every two years) – Current policy references having audit done every year; this changes formalizes recent practice of having the audit done every other year.

**Hulseberg moved to adopt the Financial policies as presented; Clark seconded. Motion passed.**

**7.4 Logo Update (Clark)** The new logo is ready to use. The blue matches the same blue that is on the website. It stands out in social media, and the design lends itself to both color and black & white. Beganik will provide guidelines for usage. **Clark moved to approve the final logo; James seconded. Motion passed.** A follow up conversation about the roll out took place and in particular at the conference. **Action item:** Clark will pull together a roll out plan for reveal and usage.

**7.4 MILE (Morlock)** No report.

## **8 Adjournment**

Next meeting: Friday, September 20, 2013 10:00am – 12:00pm, MELSA

*\* Materials distributed to board prior to meeting in board packet*

*\*\* Materials distributed to board under separate cover*

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### **Board Meeting Round UP eBlast Schedule**

April – Clark  
May – Springer  
June – Ranum

July – Dewey Urban  
August – Schotzko  
September – McGraw

October - Trapskin  
November – James  
December - Powers