

Nebraska Library Association

Board of Directors Meeting

Meeting Minutes

Date/Time of Meeting: June 16, 2017, 10:00 am-2:00 pm

Meeting Location: Kearney Public Library

2:30 pm tour of Younes Conference Center

In Attendance: Andrew Cano, Scott Childers, Devra Dragos, Holli Duggan, Brenda Ealey, Melanie Feyerherm Schultz, Steve Fosselman, Amy Hafer, Julee Hammer, Kate Hanley, Angela Kroeger, Cally O'Brien, Christa Porter, Anneka Ramirez, Angie Richeson, Jake Rundle, Sky Seery, Sam Shaw, Michael Straatmann, Amy Wenzl

Absent: Linda Parker, Martha Ruff, Michael Elsener, Deb Robertson, Karen Berry, Kathryn Kelley

Business Meeting

A. Call to order – Angela Kroeger called the meeting to order at 10:01a.m.

1. Announcements - None
2. Approval of the Agenda and Consent Agenda (A4 and F through I below)
 - i) Motion to approve: Jake Rundle, Amy Wenzl seconded. Vote: Ayes carried.
3. Approval of the minutes from the January 2017 board meeting
 - i) Motion to approve: Melanie Schultz, Jake Rundle seconded. Vote: Ayes carried.
4. President's Report/Correspondence
 - i) Written report submitted as consent agenda item
 - ii) Andrew initially pitched the idea of hiring an external management company instead of an executive director in the future. Andrew heard from multiple states who have found this financially viable and a better way to ensure continuity across years with board members changing. Michael Straatmann also approved of the idea, noting the executive director position (ED) could be a full time position, especially at certain times of the year, but we can't pay for a full time person. So, looking at a company, there is an economy of scale where they have the space and can do the processes to spread the work load. There is not an even work load, depending upon the time of year, so it's hard to find someone who can handle it. An external management company would function as an independent contractor.
 - (1) Devra Dragos posed several questions: What duties exactly would they be assigned? Would they take over all financial duties? Angela responded: The contract would be negotiated and fine tuned, but we could imagine them taking on a lot of those duties. Straatmann responded: The ED currently does have some

financial duties, and these companies wrote their proposals off of our ED job description as well as what they have done for other companies. So, they are capable of expanding into that area if needed. Andrew Cano noted they asked Joe of Creative Association Management (CAM) to break out the proposal for specific services. We then asked them to remove the website management for now, which removed some cost.

- (2) Dragos questioned: Would there be a conflict of interest with a lobbyist and ED coming from the same company if Rembolt Ludtke was hired? Cano & Kroeger responded: It was pitched as a benefit, and many of these firms do provide lobbyist services.
- (3) Melanie Schultz questioned: Would this be a long term solution? Straatmann responded: This would start out with a 1 year contract, but we would hope for this to become a long term solution. Kroeger responded: After working with ILA and seeing how well conference planning happens, we could see the benefits. Cano responded: Timing should work out well with 2019 joint conference, so there would be less conference planning in the 2nd year so we can work out any kinks. It would be a new ED for 2018 no matter what since Straatman has only stepped in temporarily.
- (4) Christa Porter reminded the board that Kit Keller had reached out to the board and was potentially interested in the position. Scott Childers said he has also had one person express interest, and Cano spoke to another person.
- (5) Rundle questioned: How could this impact any future potential combination of NLA and NSLA? Kroeger, Cano, and Angie Richeson all replied: stay tuned.
- (6) Cost Comparisons: CAM's proposal was \$930 a month, without any website management services. Rembolt Ludtke's proposal was cheaper at \$850 a month, but they don't have the experience. However, both companies will present their proposals today, and then the Executive Board will negotiate with whichever company is recommended by the search committee. We will save the actual hiring vote for an online vote at a later date to give board member's time to think.

B. Secretary's Report – No new correspondence to report.

C. Treasurer's Report – Christa Porter noted that the auditing committee's small fixes/recommendations to the NLA budget were all made, so everything is up to date. We received another \$14.42 from Amazon Smile since the last meeting.

D. Unfinished Business

1. Bylaws and Handbook Committee proposed changes - tabled agenda item from March meeting – Kate Hanley

- i) Article VIII, Section 4. Dues for Sections - Clarification needed: when it says, “The minimum allocation to each Section shall be One Hundred Fifty dollars (\$150.00),” does that mean per year or per disbursement? And since section dues are now a flat rate and not a percentage of NLA dues, should section dues be handled the way round table dues are? (See Article IX, Section 4.)
 - (1) There was further discussion on whether to strike this bylaw entirely or to clarify fiscal year or annually. The Treasurer’s handbook also needs clarification on how this disbursement would occur if there was a minimum that was not met. Kate will create a proposal for the membership in October to clarify the bylaw and bring it to the September board meeting so it can be approved before the annual meeting.
- ii) Handbook Section 2.5 Account Balances & Requests for Reimbursement - NLA does NOT reimburse voting board members or committee members for mileage anymore, and hasn’t for a long time. Perhaps this should be removed from the handbook. B&H requests that the board discuss what is reimbursable so we may list only those things in the handbook.
 - (1) Discussion: This may remove an obstacle for some members to take on a larger role, but we really don’t have the funds at this time. In 2014, we think this may have been changed to just the ED and lobbyist. Kate recommends taking out this language altogether, and, if funding ever allowed, we could look at this later. She also suggested changing the terminology to “may reimburse,” but we would need to further clarify the policy/procedure. If stricken, the board has the ability to approve special expenditures as needed.
 - (2) Motion to strike the language from Handbook Section 2.5, “NLA reimburses voting board members for mileage expenses...” down to “...for mileage reimbursements specify date, starting point, destination, and reason for travel” in the explanation section. That is all the mileage language being struck: Kate Hanley, Jake Rundle seconded. Vote: Ayes carried.
- iii) Hanley opted to postpone discussion of Sections 2.12 and 2.13 Mailing Label Policy and NLA Mailing List Duties due to time.
- iv) Committee Proposals to amend Handbook - These two substantive proposals are based on discussion from the Jan. 2017 meeting regarding auditing conference finances.
 - (1) The B&H Committee proposes to add language to ensure that the Auditing Committee will audit the annual conference, regardless of whether the Treasurer is in charge of the annual conference’s finances in the future.
 - (a) The committee proposes to amend the first two paragraphs of Section 7.3 as follows:

It is the duty of the Auditing Committee to examine the records kept by the Treasurer of the Association and report to the Board of Directors at the spring meeting. **The Auditing Committee also has the duty to examine the annual conference's financial records in the same report.** The Committee audits the books for the period ending December 31 of the previous year.

There will be an **annual** audit of the Treasurer's books **and annual conference finances annually** in the first quarter following the annual conference. If the Treasurer resigns, an audit will be done immediately. The Executive Board may call for an audit at any time if it is deemed necessary.

(b) B&H proposes to append the following paragraph to the end of Section 3.8 Treasurer, General Duties, in order to keep the Treasurer's duties current and make the conference auditing requirement clear:

The Treasurer serves as the Annual Conference's Treasurer, and participates in the preparation of the conference budget with local site coordinators. The Treasurer receives attendee and vendor registration fees, and handles disbursements for conference, pre-conference, and special event expenses in coordination with the Annual Conference Local Arrangements Committee. The Treasurer is responsible for furnishing the Auditing Committee with a copy of the conference's books along with the Treasurer's other records.

(2) Discussion: Both the Auditing Committee and the Treasurer would like to have these changes made. Motion to amend the Handbook in the ways that 4a and 4b of the March Bylaws and Handbook Committee Report specify: Kate Hanley, Christa Porter seconded. Vote: Ayes carried.

v) Handbook Housecleaning Revisions

(1) Motion to amend the handbook as section 5 of the B&H Committee March 2017 Report specifies with friendly amendment by Angela Kroeger to change her year in Section 9.1 to 2017: Kate Hanley, Jake Rundle seconded. Vote: Ayes carried.

vi) Handbook Housecleaning Revisions: Deeper Cleaning (B&H Report Section 6)

(1) Revise Section 2.4 Dues Collection Policy to reflect the current dues collection policy.

(a) B&H proposed to replace the current Handbook Section 2.4 with: NLA dues pay for one full year of membership benefits, starting on the day that dues are paid. Dues should be payable to the Executive Director.

(b) Friendly amendment of "Dues should be payable to the Nebraska Library Association ~~Executive Director~~." made by Devra Dragos. Motion to

approve B&H Report Section 6a with friendly amendment by Devra Dragos: Kate Hanley, Jake Rundle seconded. Vote: Ayes carried.

- (2) B&H proposes adding Section 8.21: Technical Services Round Table Sandra Herzinger Award for Technical Services Advocacy to the Handbook as stated in their March 2017 report.
 - (3) After discussion, Kate Hanley motioned to add Section 8.21 with friendly amendment by Melanie Schultz to change the name of the section to “Technical Services Distinguished Service Award”, the name of the award in the first and second paragraphs, and also to add in a second section to the award winners at the end with the new award name going forward. Finally, add an addendum at the very end of the section, “This award used to be called the Sandra Herzinger Award for Technical Services Advocacy.” Brenda Ealey seconded. Vote: Ayes carried.
2. NLA/NSLA 2017 Conference Update
- i) Michael Straatman updated the board on conference planning. There will be a volunteers meeting next week and he plans to hold regular meetings in Kearney after that. 45 exhibitors have signed up so far. That is a little low for this time of year. That is a little low for this time of year. Kristy Walsh at KPL is the exhibitor lead, so please send her any contacts you may have. Regular registration was up May 15th before NSLA librarians left for the summer. It will end August 15.
 - ii) Things to do in the community while attending conference: Hastings will have a new library building to tour. Kearney will have some author workshops on Tuesday night. There will be a Wednesday Night Trolley and Wine Around tour through new libraries: UNK, a Kearney Public Schools site, and a new Central Community College building. There will again be a Thursday night exhibitor’s reception as well as an escape room and dine-arounds.
 - iii) Hotels: The La Quinta has been completely renovated, \$99.95 a night for all 3 hotels connected to the conference center. Attendees must call direct for that rate, and there are a limited number of rooms available at that rate.
 - iv) Andrew Cano shared some proposals submitted so far and some preliminary planning. Board members discussed making sure there aren’t too many concurrent sessions, perhaps staying near 8 rather than 10.
 - v) New Offerings: There are some 90 minute professional workshops planned: intellectual freedom, legal research class, book repair workshop, and possibly one more. Callie O’Brien questioned why these were called “featured presentations” currently. How or why are they featured more than others? Michael Straatmann noted that these presentations are a little longer and a little more in depth. Amy Wenzl commented that these seem like topics we haven’t had recently at conference. After discussion, “professional workshops” was the language that was decided upon at this

- point. Although, future verbiage may change. Andrew hopes to have a digital version of the program with at least titles available within a month.
- vi) Keynotes: There are two keynotes currently scheduled. Jill Bourne, Director of the San Jose Public Library and the 2017 Library Journal Librarian of the Year, and Todd Burleson, Resource Center Director of the Hubbard Woods School in Winnetka, IL and the 2016 School Library Journal Librarian of the Year.
 - vii) Other: Andrew Cano wants to change the conference proposal form next year so luncheon/meeting requests are different than regular proposals.
3. ILA/NLA/NSLA 2019 Joint Conference update – Angela
 - i) The contract with the La Vista conference center is signed. All three groups coordinated announcements for the joint conference.
 4. Ad Hoc Strategic Planning Committee update -- Scott Childers and Michael Elsener, co-chairs
 - i) The deadline is June 30th for the survey. A good number of responses have been received and are already guiding some conference planning, so results are already happening. Final results will be shared after the survey closes. There have been 118 responses so far with lots of good feedback. Anyone who is employed by a library, whether they are a member or non-member, is invited to reply.

E. New Business

1. Executive Director Search Committee recommendation to hire external management company to replace executive director open position (move to A4, before first presentation) – Angela
 - i) See notes above from President's report.
2. Presentations by candidates for executive director company
 - i) Creative Association Management presentation -- Joe Pittman (10:30 am)
 - (1) Questions from the board members resulted in the following additional information: Joe is sort of the traffic cop, so he manages the overall operations and deadlines and works with a team of experts as independent contractors who specialize in various areas such as event planning, website and graphic design, social media, etc. He stressed they will always meet a deadline and working with contractors means no one is ever paid for just sitting around. If Joe is ever sick or something, he does have at least two people who can step in without missing a beat. They do work with non-dues revenue, or fundraising, so the current proposal does contain those services within the quoted price. They also regularly plan conferences, and have even worked with an App instead of a print conference schedule. CAM also keeps records of organization files, financial records, etc. both in print and, mostly, digitally now. So, they would be prepared to keep files for the state historical society and any other needs of NLA. However, this first

year is really a testing ground with a learning curve. After that, they are much more proactive, contacting board members and committee chairs to make sure nothing falls through the cracks. Joe primarily works out of his home, but CAM has a temperature-controlled, off-site storage facility for any organization supplies or records. Joe also clarified that he is in Lincoln twice a week, so he could continue to use the P.O. box in Lincoln set up for the Executive Director. CAM also has a shared toll free 800 number which may be useful for a state-wide organization, so we may not need to maintain a separate organization phone number. Julee Hammer has heard word of mouth from Junior League members that was positive about using CAM, but nothing official.

ii) Remboldt-Ludtke presentation -- Andy Pollock and Josh Germer (11:30 am)

(1) Questions from the board members resulted in the following additional information: Josh is not an employee of the firm, so he would be hired as a contractor. However, he would have the resources of the firm behind him. This management firm, if it takes off, would be handled as a separate entity in the long term so there would not be any potential legal conflicts. It would also be a part of Josh's position to be aware of organizations like the League of Municipalities and to know when we can work with and improve relationships with these organizations. Andy also mentioned they see the joint 2019 conference as an opportunity to see what they can do well to make conference planning run smoothly and make sure they are serving our organization as well as they can. Josh has worked on events as a student, but has not done that planning as a professional. Josh has done a lot of business negotiation, although not specifically event planning contract negotiation. Josh does express interest in growing funds such as the Legacy Fund, gaining attention for it and utilizing funds in a manner that forwards the organization. They understand continuity issues that arise within a volunteer based organization and put the onus on us to really follow through and make things happen.

iii) Discussion (after both presentations are finished)

(1) Kate Hanley mentioned that she sees the focus of the two groups as being very different. CAM will be very inwardly focused on building the organization. Josh and Andy seem very outwardly focused, improving relationships with outside entities. The hiring committee confirmed they will check references of both candidate companies. Christa Porter mentioned that she likes that Andy already knows libraries, and the Nebraska Library Commission has previously been burned by working with organizations who don't really understand libraries. The support staff at the firm will also assist Josh and Andy in the same way some of CAM contractors support Joe. There were also some differences in what was included with the monthly fee. CAM seemed to include a few more basic

expenses within their monthly fee. Overall, board members agreed this was a very difficult decision and both companies brought a great deal to the table.

iv) Motion to hire one of the two firms that presented today: Jake Rundle. Amy Wenzl, seconded.

(1) Discussion: Comments were made by Sam Shaw and Scott Childers to the following effect: Sam Shaw mentioned he would like to see more of an open search process to look at other individual candidates as well as other potential firms. Scott Childers would have liked more time to think about a third option before voting. Neither said they were unhappy with these two candidates.

(2) Vote: Ayes carried.

3. Approval required: move money market account to Great Western Bank – Christa

i) The board already approved getting the card but needs to approve moving the funds. \$44,755.00 is currently in the account, and it is needed for collateral at Great Western for the credit card. There is currently a deal with 1% interest for 6 months until the end of June for this account. It then changes to .88% after that. Part of these funds will be frozen for collateral, and part will still be liquid. Devra Dragos also wanted it noted that NLA is not hurting for funds right now. Last year, NLA made a little bit of money. Funds were put into a money market account initially because of an interest deal and have been moved back and forth. These funds can be spent when needed. Scott questioned if the freezing of funds ever goes away. No, we always need collateral in the amount of our credit line.

(1) Motion to move the money market funds to Great Western Bank: Andrew Cano, Scott Childers seconded. Vote: Ayes carried.

4. Credit limit for credit card – Christa

i) Christa recommends that the credit limit be set at \$10,000. Nothing typically breaks \$5,000, but this would give us room if something came up, especially around conference time. Straatmann noted that we can pay off the card and then add more charges to kind of increase the amount available within one month. The auditing committee asks that the credit card not be used for both conference and other expenses, unless there are plans for how expenses are going to be coded or documented very clearly. It was stated that expenses would be documented clearly for conference. Cano also wanted to note that there are lots of safeguards we can put in place based on categories of purchases with the bank. Straatman noted that this won't really change how S&RTs request funds. It mostly just changes the treasurer's options on the back end.

ii) Motion to approve a credit limit of \$10,000.00: Amy Wenzl, Julee Hammer seconded. Vote: Ayes carried.

5. Credit card fees -- Devra, Christa, and Angela

- i) There is currently no budget line for paying credit card fees through Affinipay. Every credit card company charges certain fees when people pay via credit card for YourMembership events or dues. Does the board want the fees to be just another line item, or roughly calculated so, when we record membership fees, these costs are taken out before funds to S&RTs are dispersed or conference profit calculated?
 - ii) Straatmann shared that, previously, it was just decided that NLA, as the parent organization, would eat those fees to encourage groups to accept credit card payments and move forward with technology. If NLA wants to continue this, a line item needs to be added to the budget. Christa Porter noted it would be horribly difficult to calculate an exact amount that was taken out for each charge. If NLA chooses to do that, a set percentage needs to be decided upon because each company charges different fees. Straatman advocated for NLA continuing to absorb the cost. Cano suggested, if a set percentage is calculated, we use an average of four or five percent to decide on a line item amount.
 - iii) After discussion, motion for NLA to continue absorbing the credit card fees for any payments that come in and add a line item in the 2017 budget and future budgets of \$3,000 to account for this practice: Christa Porter, Brenda Ealey seconded. Vote: Ayes carried.
6. Certificates of deposit – Christa
 - i) Christa wants to consolidate the \$35,000 in CD funds into the same bank, Great Western, as they mature for ease of use.
 - ii) After discussion, motion to move the three CDs from Mutual of Omaha to Great Western as they each mature, comparing rates of money markets versus CDs at that time: Christa Porter, Scott Chidlers seconded. Vote: Ayes carried.
7. Nebraska Community Foundation fee -- Devra, Christa, and Angela
 - i) There was a \$400 flat fee at the time the Legacy Fund was created to have the Nebraska Community Foundation manage the funds. Fees increased to \$600 per year, but they haven't actually been paid out to the Foundation recently. Does the board wish to pay the fees from the funds within the Legacy Fund account and reduce the investment funds, or do we want to remove it from our other accounts and add the amount into our budget as a line item annually?
 - ii) After discussion, motion to approve paying the rate out of our budget and to raise that line item to \$600: Brenda Ealey, Andrew Cano seconded. Vote: Ayes carried.
8. Treasurer backup -- Devra, Christa, and Angela
 - i) There currently is not a back-up for the treasurer, were something to stop them from doing their duty during a term. If we hired one of these management companies, they would be bonded and act as our back-up. The back-up signer for the checking account currently is the Executive Director. Michael Straatman suggested tabling this discussion until we decide upon an Executive Director. Discussion tabled.

9. Use of “Nebraska Libraries Are For Everyone” images – Angela – Issue Tabled
10. ALA Joint Student Membership Partnership – Angela
 - i) This was previously approved by the board in a prior year, but the paperwork was lost. So, Angela is going to resubmit the forms this year. This will allow students to join NLA and ALA for one low rate.
11. Remote meetings – Angela – Issue Tabled
12. Other business? – Issue Tabled

Consent Agenda Items

(Note: all consent agenda items are automatically approved when the agenda is approved unless removed by a board member. Removed items will be placed under regular agenda new business for action by the board)

F. General Reports

1. ALA Councilor – Brenda Ealey
2. MPLA Representative – Jake Rundle
3. NSLA Representative – Angie Richeson
4. AFCON Representative – Linda Parker
5. Executive Director – Michael Straatman
6. Internet Site Coordinator – Scott Childers
7. Lobbyist – Andy Pollock

G. Section Reports

1. College & University – Holli Duggan
2. Paraprofessional – Martha Ruff
3. Public Library & Trustee – Deb Robertson
4. School, Children's & Young People – Karen Berry
5. Special & Institutional – Sam Shaw

H. Round Table Reports

1. IF – Michael J. Elsener
2. ITART – Scott Childers
3. NMRT – Anneka Ramirez
4. TSRT – Melanie Feyerherm Schultz

I. Standing Committee Reports

1. Advocacy – Steve Fosselman
2. Auditing – Devra Dragos
3. By-Laws & Handbook – Kate Hanley -- removed from consent agenda to Unfinished Business D.1.
4. Communications – Kathryn Kelley
5. Continuing Education – Andrew Cano
6. Diversity – Anneka Ramirez

7. Finance – Julee Hector
 8. Nominating – Julee Hector
 9. Scholarship & Awards – Sky Seery
- J. Informational
- K. Adjournment – Meeting adjourned at 2:05p.m.