

MINUTES OF THE ILLINOIS HEARTLAND LIBRARY SYSTEM  
TRANSITION BOARD OF DIRECTORS

March 29, 2011

6:00 P.M.

Hilton Garden Inn, Effingham, Illinois

**Introductory Comments:**

Jan Ison welcomed everyone to the first Transition Board meeting. She advised the Transition Board that the System Directors have learned that since a majority of a quorum of the Transition Board members are also Planning Panel members, a meeting of the Planning Panel is also considered a Transition Board meeting. The System Directors will prepare a recommendation on how to handle this situation to make sure that the meetings comply with the Open Meetings Act.

Jan Ison thanked Pat Boze and Peggy Durst for their assistance at the meeting. The Transition Board members, staff and guests, introduced themselves.

Ellen Popit reminded the Board members that tonight's meeting was a regular Board meeting, rather than a Planning Panel meeting, and that the process would be different. Ellen Popit told the Board that she had intended to bring copies of a very nice letter from Roseanne Reidner of the LTLS Board, thanking them for their work and encouraging them to work together.

**Call to Order:**

Allen Lanham was asked to draw a name from a hat for a Meeting Convenor. Mary Ann Pohl was chosen.

Mary Ann Pohl called the meeting to order at 6:15 pm.

**Roll Call:**

Roll call was taken. 14 members were present and 1 absent.

Members Present: Karen Bounds, Valerie Green, Janet Hasten, Amy Ihnen, Katie Marsh, Linda McDonnell, JoAnn Nabe, Mary Ann Pohl, Bill Randall, Miranda Shake, Diane Steele, Anieta Trame, Tom Turner, Nina Wunderlich

Members Absent: Rochelle Funderburg

Staff Present: Leslie Bednar, LCLS; Pat Boze, LTLS; Jan Ison, LTLS; Beverly Obert, RPLS; Ellen Popit, ShLS; Juliette Douglas, LCLS; Peggy Durst, RPLS

Others Present: Allen Lanham, EIU; Greg McCormick, Illinois State Library; Nina Pals; Joan Rhoades, Vespasian Warner PLD, Clinton; Nancy Simpson, Illinois EPA; Diane Yeoman, Mason City PLD; Lawren Tucker, Illinois State Library

### **Bylaws of the Illinois Heartland Library System:**

The Board briefly reviewed the Bylaws for the Illinois Heartland Library System (IHLS). Several editorial changes were recommended and will be implemented by Beverly Obert when she submits the document to the Illinois State Library.

The Board discussed the need to have geographic diversity in electing members to the Board. The discussion included information that the Planning Panel believed that advisory councils should provide that input with the goal of achieving one system, however, the nominating committee could be charged with seeking broad representation.

Tom Turner moved that Resolution No. TBR 2011-01 be approved with the following amendments TBD 2011 - 01:

- *Page 2, Article VI, Section 4 A. Eliminate the sentence that reads “They shall have charge of the conduct of the election as specified in Article IV, Section 4.”*
- *Page 2, Article VI, Section 4 a. Sentence 1. The Nominating Committee shall select and confirm candidates for election to the System Board representing all geographic areas.*
- *Page 5 Section 10 c.i. To develop a process for review of membership eligibility criteria*

Valerie Green seconded the motion. The motion passed unanimously by roll call vote.

### **Election of Officers:**

Mary Ann Pohl asked for nominations for President of the IHLS Transition Board. Diane Steele moved that Tom Turner be nominated as President. Karen Bounds seconded the motion. There were no other nominations. The motion passed by roll call vote. Yes: Bounds, Green, Hasten, Ihnen, Marsh, McDonnell, Nabe, Pohl, Randall, Shake, Steele, Trame, Wunderlich. Abstain: Turner.

Mary Ann Pohl turned the meeting over to Tom Turner. He welcomed Lawren Tucker and Greg McCormick from the Illinois State Library to the meeting. He also stated that he appreciated the work of the Planning Panel, the work of the staff of the systems and welcomed the Transition Board.

Diane Steele moved that Valerie Green be elected Vice President of the Board. Karen Bounds seconded the motion. The motion passed by roll call vote. Yes:

Bounds, Hasten, Ihnen, Marsh, McDonnell, Nabe, Pohl, Randall, Shake, Steele, Trame, Turner, Wunderlich. Abstain: Green.

Anieta Trame moved that Janet Hasten be elected as Secretary to the Board. Diane Steele seconded the motion. The motion passed by roll call vote. Yes: Bounds, Green, Ihnen, Marsh, McDonnell, Nabe, Pohl, Randall, Shake, Steele, Trame, Turner, Wunderlich. Abstain: Hasten.

Linda McDonnell moved that Diane Steele be elected Treasurer of the Board. Karen Bounds seconded the motion. The motion passed by roll call vote. . Yes: Bounds, Green, Hasten, Ihnen, Marsh, McDonnell, Nabe, Pohl, Randall, Shake, Trame, Turner, Wunderlich. Abstain: Steele.

Tom Turner asked for a volunteer to serve as Open Meetings Act Designee. Katie Marsh volunteered to serve.

Tom Turner asked for a volunteer to serve as Freedom of Information Designee. Karen Bounds volunteered to serve.

**Public Comments:**

None.

**Minutes:**

None.

**Financial Report:**

None. Jan Ison asked what the Board would like for Financial Reports in the future. It was agreed that a summary of cash on hand and fund balances should be provided by each of the four library systems.

**President's Report:**

None.

**Staff Report:**

None.

**Committee Reports:**

None.

**Illinois State Library Report:**

Lawren Tucker congratulated the Board on their first meeting, adoption of bylaws and election of officers. He stated that the Illinois State Library looks forward to seeing the Merger Application on April 4.

**Unfinished Business:**

None.

**New Business:**

Nina Wunderlich moved that the Board approve Resolution No. TBR 2011-02 Electronic Meeting Policy. Joann Nabe seconded the motion. The motion passed unanimously by roll call vote.

Valerie Green asked if the Board should consider a policy or resolution to provide for special needs people attending meetings at a remote location. How would the Board meet their needs to enable them to participate. Should closed caption or signing be available. Tom Turner asked the directors to draft a policy or procedure to address this issue.

Valerie Green reported that the Strategic Plan Document No. TBD 2011-03 was developed with information gleaned from a membership survey. The Strategic Planning subcommittee of the Planning Panel will pull information from this plan to create the annual plan of service for the system. The plan is meant to encompass more than just the first year of the system. She stated that since the Illinois State Library cautioned the Planning Panel not to devote resources to services other than resource sharing and delivery, those are the services, which should be targeted. Joann Nabe stated that all four system boards have approved this plan.

Karen Bounds moved that the Board approve Resolution No. TBR 2011-03 Strategic Plan. Diane Steele seconded the motion. The motion passed unanimously by roll call vote.

It has been recommended that the Illinois Heartland Library System continue to allow the purchase of COBRA and IMRF Retiree benefits to those employees and retirees who will be eligible or may become eligible either by lay off or retirement.

There was a question on the meaning of paragraph 2 of the Resolution.

Nina Wunderlich moved that the Board approve Resolution No. TBR 2011-05 COBRA and IMRF Retiree Benefits with the addition of who after the word IMRF in the second paragraph. Karen Bounds seconded the motion. The motion passed unanimously by roll call vote.

JoAnn Nabe asked for clarification of how the chair of the Nominating Committee is chosen. It was stated that the President will appoint the Nominating Committee from member librarians or trustees from member libraries. The President will also appoint the Committee Chair. Once the permanent IHLS Board is elected, there will be Board committees to obtain nominees and conduct elections.

Bill Randall moved that Resolution No. TBR No. 2011-06 be approved, with the change that #2 should state "Each System should suggest a name as a member of the committee." They should be confirmed as willing to serve before submission of the name to Transition Board. Katie Marsh seconded the motion. The motion passed unanimously by roll call vote.

Tom Turner asked that Systems provide suggestions for Nominating Committee members prior to the April 7 meeting, if possible.

The Board discussed Resolution No. TBR 2011-07. Jan Ison advised the Board that since she and Ellen Popit are not planning to seek the position of Executive Director they have volunteered to work collaboratively with the new board to provide administrative support as needed including someone to do paper work, arrange meeting sites, prepare agendas, etc. This would provide support for the Board without the need to hire someone.

Karen Bounds moved that the Board approve Resolution No. TBR 2011-07 for Transition Board Staff Support. Bill Randall seconded the motion. Yes: Bounds, Green, Hasten, Randall, Shake, Trame, Turner. No: Ihnen, Pohl, Steele, Wunderlich. Abstain: Marsh, McDonnel, Nabe. The President declared that the motion passed with 7 yes votes, 4 no votes, and 3 abstentions.

The Board reviewed TBD No. 2011-05 concerning standing committees and their responsibilities. No action was needed by the Board. JoAnn Nabe asked the purpose of the Membership Committee, since it had been agreed by all four library systems that no new members would be added at this time. Tom Turner replied that it is anticipated that although the Transition Board should not need a Membership Committee, these committees were meant to carry over to the permanent IHLS Board.

Valerie Green moved that the Board approve Resolution No. TBR 2011-06 to appoint an Ad Hoc committee to investigate leasing office space within the Effingham area for the purpose of maintaining a point of contact for Illinois Heartland Library System. Karen Bounds seconded the motion. The motion passed unanimously by roll call vote.

Tom Turner told the Board that Documents TBD 2011-07 and TBD 2011-08 were for information only. Document TBD 2011-09 provides a draft job description for

an Executive Director. Nina Wunderlich stated that she appreciated receiving the information from the northern systems on their method of obtaining a director.

Jan Ison stated that she and Ellen Popit suggest that the Board consider the option of hiring an independent consultant to conduct the search for this position. This would provide an opportunity to make a selection in a totally unbiased manner. Ison contacted two companies to provide information for the Board on the approximate cost (\$18,000) and the types of services offered. Ison also stated that earlier in the Planning Panel discussions that some systems had requested that an outside person be consulted to help accomplish the merger and a consultant might be an option to help the process.

Bill Randall asked why a national search would be conducted but then require a specific knowledge of Illinois law and Illinois library systems. Those are mutually exclusive. A national search is very expensive, but has a lot of credibility.

Knowledge of Illinois is preferred but we don't want to eliminate candidates .

May Ann Pohl asked what the budget is for the job search. Jan Ison replied that there is none, but if a consultant were hired, it is assumed that the cost would be split among the four library systems per previous agreements.

Juliette Douglas stated that \$18,000 would be very reasonable, but the Board must also consider the cost of flying in candidates and keeping them overnight, as well as negotiating relocation costs.

Valerie Green stated that the Planning Panel has not had a discussion of whether or not they want a national search, but saved this topic for the Transition Board. The Transition Board needs to have that discussion and decide that. The Planning Panel has not made a recommendation or talked about this topic at length.

Valerie Green moved that the Transition Board move to closed session to discuss personnel issues. Nina Wunderlich seconded the motion. The motion passed unanimously by roll call vote.

The Board went into closed session at 7:55 p.m.

The Board returned to open session at 8:25 p.m.

Tom Turner stated that no action was taken in closed session.

Katie Marsh moved that the Board table the discussion of the method of hiring an Executive Director until the April 7 meeting. Diane Steele seconded the motion. The motion passed unanimously by roll call vote.

Diane Steele moved that the meeting dates be approved as listed, but amend the list so that the April 7 meeting will be face to face. Karen Bounds seconded the motion. The motion passed unanimously by roll call vote.

Valerie Green stated that according to Robert's Rules of Order, Resolution No: TBR 2011-07 did not pass.

Tom Turner told the Board that as President he needs assistance in conducting the work of the Transition Board. It is not reasonable to expect that he can do all of the paperwork, the agenda, background information and the meeting set up and so forth.

There was a lot of discussion including that the Board needs the support of the directors for paperwork and consultation with the President; many resolutions will come from the Planning Panel or the subcommittees. The board should discuss agenda items prior to receiving information from the staff. It is better if staff were not at the board table. All directors should be invited to the meetings and be resources for the Board.

Green moved that the Transition Board have all system directors as a resource as needed, but that they not be seated at the Board table. Katie Marsh seconded the motion. The motion passed. Yes: Bounds, Green, Hasten, Ihnen, Marsh, McDonnell, Nabe, Pohl, Randall, Shake, Steele, Turner, Wunderlich. No: Trame.

The meeting adjourned at 8:55 p.m.