

# Upper Peninsula Region of Library Cooperation, Inc.

## Minutes of Special Meeting of the UPRLC Board of Directors

Wednesday, January 4, 2023

11:00 AM Central/12:00 PM Eastern

Via Zoom

- I. **Call to Order** 11:05 AM CST/12:05 PM EST  
Present - Chair – Megan Buck, DCL, Vice Chair – Lisa Waskin, SDL,  
Secretary – , Treasurer – Pam Malmsten, SLC, Deputy Treasurer –  
Lynne Wiercinski, Ironwood, Trustees – Dillon Geshel, SLC, Blair Nelson,  
Spies, Janis Lubenow, MGH, Mariel Carter, Bay College.  
Mike Frampus, Alanson and Patt Fittante, EPL  
Absent – Erin Matas

- II. **Approval of Agenda** Lisa W/Lynne W, motion carried

### III. **Conflict of Interest Discussion**

Megan acknowledged that sometimes what has worked in the past may not always work in the future and that having a healthy discussion is OK.

She introduced the topic to be discussed – the potential for a conflict of interest between SLC and the UPRLC Board, noting the reason there may be a conflict of interest is that SLC holds the contract for the ALS Users Group. Beyond that relationship, SLC does not have any more vested/conflicted interest in the success of UPRLC than other members.

When we consider the role of the UPRLC Board, what comes to mind?

Lisa W – in charge of checking the budget, approving the budget of ALS User Group for the shared system, provide continuing education through annual conference

Janis – Policies and procedures/management

Pam – Contacts, selecting auditor, filing of forms (990), insurance

Megan – per the bylaws – manage the business of UPRLC

Nothing currently in the bylaws that would suggest Pam/Dillon/employees of User Group Contract Holders cannot be on the UPRLC Board

When we consider the role of the Contract holder with ALS, what comes to mind?

Lisa W – Leg work, negotiating for ALS and presenting to ALS group and ultimately to UPRLC

Megan – Pointed out there is an intermediary in the User Council, and per the bylaws, User Councils must elect their own officers and are granted the ability to operate independently – aside from entering the contracts, which the User Councils negotiate and present to the board, which must be done by the UPRLC Board  
Participants in a User Group must be a member of UPRLC.

When considering these two roles, is there a conflict of interest between the UPRLC Board and any User Group Contract holder OR could User Group contract holders simply abstain from the vote to enter the contract itself?

Pam – might be more of a discussion of enough segregation of duties than a conflict of interest. Protections put in place if someone (say Treasurer) is asking questions of person doing the work (currently Pam)

#### **Megan offered a possible motion:**

**Motion that there is no conflict of interest for SLC employees or future User Group Contract Holders to serve on or hold officer positions for the UPRLC Board as the conflict of interest would be with the User Groups not the parent corporation, UPRLC. But, a bylaws committee should look into updates to ensure contact**

**holders abstain from votes to enter into User Group Contacts with a potential conflict of interest.**

Made by Lisa W/Second by Lynne W. Roll call vote 8-0, motion carried

**IV. Treasurer Role Discussion**

Per the bylaws, the treasurer “will review the fiscal actions of the Management Contract, ensure that an accounting system is maintained which will give a true and accurate account of the financial transactions of the Corporation, and ensure that a yearly independent financial audit is conducted. The Treasurer will ensure that regular financial reports are available and provided to the Board of Trustees. All funds received by the Treasurer or through the Management Contract will immediately be deposited in a depository designated by the Board of Trustees.”

Based on this description – can someone other than Pam be the treasurer?

We don't need to decide this today – but we should be considering this over the next few months.

We don't want a situation where the membership is being told who they have to elect to the board and the board is being told who they have to nominate and elect as Treasurer. If it has to be a specific person, we need to address that in another way.

Pam – be sure that the person is covered – if not by UPRLC officers insurance, figure out how they are covered --- as employee or does liability shift if the treasurer and board (who are covered) review and accept their work?

What might need to change in the description to make it possible for someone else to be the treasurer?

Megan - if we want to create a space for someone else to be treasurer – consider removing the Management Contract deposits from this description and including that in the contract for the contract holder's financial duties

*Megan - consider, would we need an annual audit for UPRLC if there was no User Council for ALS? Would the revenue from dues/conference require it? If not, then maybe we shift the requirement for the audit the contract holder? And, consider what we would do if a second user council were to be started that had a different contract and audit requirement.*

What steps can we take to ensure longevity of success for UPRLC and to ensure we aren't telling the membership who they must vote for and the executive board who they must elect Treasurer?

Should there be another path for this work than an elected officer? MOU? Bylaws Change?

Lynne – suggestion that treasurer could be ex officio board member who is appointed vs elected

Megan - Perhaps reword the review of the management contract to say “review the fiscal actions and reports from user groups and report to the board” and have the ALS Group designate a treasurer/board member to review the fiscal actions of the management contract....this person would review Pam/SLC's work on their behalf?

**V. Other Officer Roles Discussion**

Megan – role of SLC Staff with UPRLC vs role of officers. Best practice vs past practice and how to set up for success if roles change and new personnel are hired.

In the bylaws the UPRLC Secretary – also notes the Management Contract staff – notices for meetings, documents, etc.

Think about other things – who on the UPRLC Board will take on the website?

Should bylaws updated to be more robust in the duties for each officer to cover the work done by SLC staff on behalf of UPRLC

OR

Should UPRLC have a separate MOU with Superiorland for these (and other services) that are being provided without question.

Pam – other things she is doing – many of them were because Suzanne was once the treasurer of UPRLC and she just did things, so then Pam took them on .... The blurring of the management contract vs UPRLC business.

Lisa W – shared experience as treasurer for MCLS and role, which includes inspection of bank accounts and meeting with auditor

It may be time for the UPRLC officers to take on some of the work vs the expectation that SLC staff/director will take care of things.

Next steps

Continue updates on treasurer duties and what needs to be done to provide for continued success of UPRLC despite future changes in personnel/board members.

Consider the work of the treasurer vs the contracted work for the ALS financials and determine if the two can be split practically.

Make adjustments to the bylaws to match what needs to be reflected for the treasurer and future financial roles

Consider other officer roles, do a better job this year of tracking work done and figure out what needs to be outlined or what should be put into a MOU or other document to ensure they are continued into the future.

**VI. Adjournment** Lisa W/Mariel C 12:11 PM CST/1:11 PM EST