



**REGULAR MEETING  
BOARD OF DIRECTORS – METROPOLITAN LIBRARY SYSTEM  
Burr Ridge, Illinois – December 13, 2010  
Minutes**

**Call to Order/Roll Call/Introduction of Visitors**

President Coffee called the meeting to order at 5:50 p.m. Secretary Quinlan called the roll and the following Board members were present to establish a quorum.

Murray Barr	Crystal Megaridis
John Chrastka	Megan Millen
William Coffee	Milfred Moore (Absent)
Jeremy Dunn	Ingrid Lamp Niinemae (Absent)
Sylvia Jenkins	Elizabeth Quinlan (via telephone)
Henry Latzke	Loree Washington (Absent)
Jeana Mays-Browne (Absent)	

**Introduction of Visitors**

MLS Staff members in attendance were Su Bochenski and Susan Weinmann. Also in attendance were Cyndy Colletti, ISL; Dee Brennan, Oak Park Public Library; Melissa Gardner, Berkeley Public Library; Cindy Rauch, Homewood Public Library; Kathy Parker, Glenwood-Lynwood Public Library; Sharon Highler, Northlake Public Library; Shawn Strecker, Elmwood Park Public Library; Tiffany Auxier, Hinsdale Public Library; Debbie Albrecht, Lansing Public Library; Christine Kuhn, Westmont Public Library.

**CONSENT AGENDA**

Barr moved, seconded by Millen that it be

RESOLVED, THAT THE METROPOLITAN LIBRARY SYSTEM BOARD OF DIRECTORS  
APPROVES THE CONSENT AGENDA AS PRESENTED.

Roll was called with the following results: 9 yes, 0 no, 4 absent. Motion carried.

**ACTION ITEM #1**

Latzke moved, seconded by Jenkins that it be

RESOLVED, THAT THE METROPOLITAN LIBRARY SYSTEM BOARD OF DIRECTORS  
APPROVE THE PAYMENT OF BILLS FOR NOVEMBER 16, 2010 THROUGH DECEMBER 13,  
2010 AND ACCEPT THE BALANCE SHEET AND DETAIL OF EXPENDITURES FOR NOVEMBER  
2010.

Roll was called with the following results: 9 yes, 0 no, 4 absent. Motion carried.

**DISCUSSION ITEM #1 - MLS Cash Flow**

Bochenski reviewed the document and stated that it has been updated to include actuals instead of estimates. The document presented, accurate through October, will be updated each month and presented to the Board.

**DISCUSSION ITEM #2 - Merger Update***Resolution to Dissolve and Merge – January Board Meeting*

The Board will stay active until 6/30/2011 as the governing authority of MLS. The Board agreed to vote on the resolution at the regularly scheduled January 10, 2011 Board meeting.

*Intergovernmental Agreement – February Board Meeting*

The Intergovernmental Agreement is slated to be voted on at the 2/7/2011 Board Meeting. This agreement establishes a transition Board with certain authority to make decisions that affect the merged system post-7/1/11. The document as presented is still in draft form, and is being revised by legal counsel Phil Lenzini, working with the Illinois State Library. Megaridis expressed concern about rights being taken from the MLS Board. Bochenski explained outsourcing delivery in light of merger and that MLS needs to bring the topic to the transition Board at least for discussion, because the delivery contract would be assigned to the merged system on 7/1/2011.

*Shared Vision, Mission, Values*

Bochenski presented the document that was approved at the 12/7/2010 Merger Design Team meeting. Barr stated that there were too many limiting factors, and that it should be expansive, not limiting. For example, funds should not be limited to “tax payer resources”, and working with “partners” is also limiting. Quinlan recommended some grammar/usage changes and suggested the use of active verbs. Bochenski will inquire about submitting suggestions to the Merger Design team, but does not anticipate any changes since it has already been approved.

**DISCUSSION ITEM #3 - Delivery Service Options**

Bochenski explained that the original context of outsourcing Delivery was one in which MLS funds were going to run out and the MLS members, under the legal authority of SWAN, would sign an outsourcing contract in order to ensure service continuity. This was before the final FY10 payment in November was received. Since the last meeting, MLS has received enough money to continue to provide services at the current level through June 2011, which is also when the merger will become active. Bochenski asked for direction from Board on whether to continue investigating outsourcing delivery before June 30, 2011, or to stop pursuing outsourcing in light of the merger.

Millen spoke on behalf of Delivery Task Force (DTF). DTF recommends outsourcing for following reasons: five separate in-house delivery systems is too expensive for merged system to pay for, selling a building with a delivery service is running out of it is a challenge, outsourcing frees systems from this expensive service, outsourcing is cheaper for the membership (overhead, building, workman’s comp, insurance, payroll makes delivery more expensive), SWAN catalog drives delivery in way other four systems does not, and MLS delivery is at capacity and has no room to grow. MLS delivery cannot match what outsourcing service can do for MLS. MLS now has the opportunity to serve as a model for other systems and DTF wants to make MLS a model for innovation. The other four systems can work on emulating MLS after this change. The new merged system will be more sustainable if they change delivery to a professional outsourcing service.

Jenkins posed a concern that academic libraries that are not members of SWAN need to be taken into account. Bochenski stated that the current RFP did not include accommodation for CARLI, and that solution would have to be identified prior to implementation.

Colletti stated that state grant payments are meant to be used for delivery and LLSAPs. If systems do not provide delivery or LLSAPs, she is concerned that systems will no longer qualify for state funding. Colletti explained that the FY11 Area and Per Capita Grant specifies delivery in-house (not outsourced) and maintained that she does not want MLS to lose state funds by rushing into changing the delivery method. She encouraged that MLS get approval from Anne Craig, Illinois State Library Director, before making this decision. Colletti encouraged MLS to present the program and budget change in writing to the Illinois State Library. Colletti stated the State Library may require a refund of state money that is not used for contractual obligations.

The Board directed Bochenski to continue to investigate this service change and discussion will continue at the January 10, 2011 Board meeting. Specifically, Bochenski will:

1. Investigate the financial viability of preferred vendor
2. Run cash flow analysis on cost of switching service model (vacation payout, unemployment, severance, fuel, truck repair, workman's comp, etc.)
3. Develop formal request to the Illinois State Library regarding the service change
4. Develop discussion process/timeline for Merger Design Team
5. Obtain a legal opinion on if MLS could use the existing RFP responses because the original RFP was issued in the name of SWAN.
6. Identify solutions to accommodate CARLI and non-SWAN delivery stops

#### **DISCUSSION ITEM #4 - Potential Sale of 125 Tower Drive Building**

Bochenski has met with two additional real estate agents and is continuing to preliminarily investigate this process. MLS will not put the building up for sale without input from Merger Design Team.

A buyout deal for the 224 S Michigan Ave, Suite 680 Chicago location is currently in the negotiation process. With this deal, MLS would save around \$100,000 and would be out of lease by 6/30/2011, before the merger starts. The Board agreed that the Executive Committee had the authority to move forward with the buyout immediately, but that the signed lease would be ratified at the January Board meeting by the full Board.

#### **Reports**

- **Report of the Illinois State Library**
  - Cyndy Colletti, the ISL liaison, was present to give her report a copy of which was available as a handout at the meeting.
- **MLS Board President's Report**
  - President Coffee stated that the Merger discussion is ongoing, and there was nothing else to report at this time.
- **Report of the Deputy/Executive Director**
  - The report of the Executive Director is a part of the December 13, 2010 Board Packet, and was available as a handout at the meeting.
  - The transition of on-demand to indirect delivery will begin 1/1/11. Megaridis inquired into whether all affected entities have received information on partnerships. Bochenski and Weinmann reassured that memos have gone out to all parties involved in this transition.
  - Bochenski stated that MLS is no longer eligible for the MLS LSTA grant because there is enough cash to sustain services through 6/30/2011.
  - Bochenski discussed the current MLS personnel policy in regards to the rollover of 5 vacation days in relation to the merger. Because MLS will not be the employing entity, and cannot guarantee that the new merged system will honor MLS policy, Bochenski will inform staff that they need to use all vacation

days between by June 30 2011. The Board may wish to have a formal vote on MLS employee policies closer to the merger.

- o Bochenski polled the MLS Board members for attendance at the January and February Board meetings due to the important merger votes taking place.

<b>Name</b>	<b>January</b>	<b>February</b>
Barr	Yes	Yes
Chrastka	No	Yes
Coffee	Yes	Yes
Dunn	No	Yes
Jenkins	Yes	Yes
Latzke	Yes	Yes
Megaridis	Yes	Yes
Millen	Yes	Yes
Quinlan	Yes	Yes

**NEXT BOARD MEETING**

The next Board meeting of the Metropolitan Library System will be held on January 10, 2010 in Burr Ridge at 5:30PM.

**ADJOURNMENT**

There being no further business before the Board, Chrastka moved, seconded by Megaridis, to adjourn this meeting. Motion carried and the meeting was adjourned at 7:13 PM.

Minutes prepared by Susan Weinmann,  
Respectfully submitted,

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Elizabeth Quinlan,  
Board Secretary