

## Wisconsin Public Library Consortium

### WPLC Board Meeting Notes

February 20, 2017

ATTENDEES: Kristin Anderson (WRLS), Mark Arend (WLS), Evan Bend (OWLS), Amy Birtell (MLS), Steve Hesel (MCFLS), Joshua Klingbeil (WVLS), Mark Merrifield (NLS), Connie Meyer (BLS Proxy for Mellanie Mercier), Becky Peterson (MSLS), Steve Platteter (ALS), Lin Swartz-Truesdell (KCLS), Martha Van Pelt (SCLS) Maureen Welch (IFLS)

ABSENT: Steve Ohs (LLS), Krista Ross (SWLS), Michael Sheehan (NWLS)

GUESTS: John Debacher (DPI), Bruce Gay (MCFLS), Jeff Gilderson-Duwe (WLS)

PROJECT MANAGERS: Melody Clark, Andi Coffin, Stef Morrill

### Call to order

The meeting was called to order at 11:32 AM by Maureen Welch, acting as chair in the absence of chair, Krista Ross.

### Consent agenda

- a. Review agenda
- b. Approval of minutes from [October 25, 2016](#)
- c. Updates from previous meeting: [Workgroup and Projects Update](#)
  - i. LEAP & SimplyE update
  - ii. Steering Committee update
  - iii. Historical & Local Digital Collections Committee
  - iv. Update on Periodicals Project

Motion to approve the consent agenda was made by M. Merrifield. Seconded by M. Van Pelt. Motion passed unanimously.

### Discussion/Action items

#### Board Charge, Responsibilities, and 2017 Timeline

As this was the first meeting of the year, there was a review of the Board charge, responsibilities, and 2017 timeline. S. Morrill highlighted some areas of the orientation packet including:

- The final three bullets on the job description, which explain the expectations of the representatives.
  - One of the items states that “Board representatives will be responsible for reporting information to the libraries they represent and gathering feedback and input as needed.” It was asked if the Board notes were sent to member libraries or how that information was being communicated. Each system is a little bit different. A few send the minutes out directly, others will distill out pertinent information.
- The table outlining the roles of the Board and Steering, as a summary of the role of the board.
- The document providing an explanation of the budget and the two pools of money, as a tool for using with members.
  - This document will be updated after the formula workgroup has completed their work.

### Review of draft bylaws and discussion of Board weighting

The Bylaws Workgroup has created a draft version of the bylaws, which were sent to the Board in January and also with the agenda to the meeting. There are two items that the Bylaws Workgroup felt needed further discussion by the

Board: Article 5, Numbers 3 and 9. These two items relate to the representation on the Board. The Board did some preliminary discussion about the articles through email. S. Morrill summarized this discussion, specifically the reasons for change and potential options, to begin the discussion.

It was asked, for clarification and direction of the discussion, if the number of representatives on the board is up for discussion? Or are we looking at perhaps just changing the weighting of the current member's votes?

**There was a consensus that the number of representatives need not change.**

The other question that needs to be answered before the discussion moves forward is that of the non-buying pool shares formula. It was asked if the group needs to discuss this formula in order to make decisions on voting or should that be discussed separately? In the bylaws, there are a certain number of shares that each system contributes for the non-buying pool portion of the budget. That formula has not changed, though the amounts may have changed slightly over the years due to population changes.

There was a recap of how the non-buying pool shares are allocated. The shares are based on population and are as follows:

<300,000 = 1 Share  
300,001 – 600,000 = 1.5 Shares  
600,001-900,000 = 2 Shares  
>900,001 = 2.5 Shares

These shares are currently only used to divided the non-buying pool budget and are not reflected in any governance committee. The Steering Committee make-up is based on division of the buying pool, which is different, because it includes usage as well as population.

**The group decided the number of representatives would stay the same but the shares formula should be considered.**

The discussion moved on to the reasons for changing the voting structure. The current reasons for change are:

- Steering Committee and Board have two different voting structures.
- Votes do not reflect financial contributions.

While the structure could be viewed as “congressional”, with the Board being more like a Senate with equal voting and the Steering Committee being more like the House with weighted representation, the difference is that the Board has the ability to override the recommendations of the Steering Committee. These are not two independent bodies.

No other reasons for change were proposed.

**The group did not make any additions to the reasons for change.**

The options that were proposed through email were:

- Voting is weighted to reflect the Steering Committee seat structure for all votes.
- When voting on decisions concerning OverDrive or any other shared digital collection, voting would be weighted to reflect the Steering Committee seat structure. All other decisions would be one partner, one vote.
- Voting is weighted to reflect the Steering Committee seat structure. Decisions require a super majority (XX%) of votes to pass.
- Voting is weighted to reflect the Steering Committee seat structure. Decisions require X% of the board representing X% of the partners to pass.
- When voting on recommendations from the Steering Committee the vote requires 75% of partners representing at least 60% of the total population to override recommendations.

The group discussed and added the following options:

- Do not change anything.
- Voting is weighted to reflect the member shares for all votes.
- When voting on decisions concerning OverDrive or any other shared digital collection, voting would be weighted to reflect the Steering Committee seat structure. All other decisions would be weighted by member shares.
- Voting on items that uses funds from either the WPLC operational budget and the buying pool would be weighted by the formula for contributing these funds. All other votes would be one system, one vote.

The group revisited the periodicals vote that happened at the August 2016 Board meeting as an example of a decision that illustrates the concern expressed with the current voting structure. In that case, the Steering Committee voted to not pursue the OverDrive Periodicals on a statewide basis. While the Board did not overrule the Steering Committee's recommendation for the buying pool funds and took the funds for the project from the R&D and Reserves, there has still been concern about this decision because the Steering Committee did the work to make this recommendation and the Board deviated from their decision, which did not establish a good working relationship between the Board and Steering Committee. People on the Committee should feel valued for their work.

The group raised points about the various options:

- A super majority option could address the concerns. However, the group could not agree on what the super majority should be based upon.
- Changing to some of the options would make the work of the Board more difficult.
- In some systems, weighted voting is used only for financial issues. Policies and procedures are decided on one vote per member.

**The group discussed consensus and decided that they would like to have decisions try to reach consensus before going to a vote.** It was clarified that consensus does not mean that everyone is happy, it means that everyone can support the decision.

The group continued to discuss what would happen if consensus could not be reached.

Some members expressed a preference for a simple weighting scheme, such as voting on member shares for all non-consensual votes. Based on shares, it would not be possible for a couple of the larger systems to make a decision without the other systems.

Other members expressed that this board has represented the state well with the one vote per member in the past. For smaller systems, it has been a benefit to have equal representation in creating buy-in and a feeling of working together. For other systems, the periodicals example illustrates how it's harder to get buy-in from their members for the consortium because there is a feeling that they were being asked to spend money twice for the same thing.

The point was raised that the Board represents systems, which represent a region. Steering Committee members are library members. The voice at the Steering Committee is a different voice than at the board/systems.

This organization has had a history of strong consensus, and while not everyone has agreed with every decision, some have voted along with things for the good of the state. Some members expressed concern about changing things because of this.

The group discussed the issue that there is sometimes a low turnout for a vote and if there should be a higher number for a quorum for the Board. There isn't specific language in the bylaws about proxies, which should be added to help with this issue for both the Board and Steering Committee.

The group revisited the notion of a super majority, particularly when overturning decisions from the Steering Committee. This could be an option instead of weighted votes. **The group favored the idea of a supermajority, but could not come to consensus about what the super majority would be based upon. To be very clear about what is being proposed, the Bylaws Workgroup can come up with some scenarios to show the impact of a maximum of three options. The project managers may need to talk with each system individually to get a better understanding of the concerns and questions around each of the options and scenarios. The Board will then reconvene at the WAPL meeting to further discuss and make a decision.**

### **Recommendation of Formula Workgroup**

The Formula Workgroup convened in 2016 to develop a potential new formula for dividing costs for the buying pool. B. Gay presented the recommendation of the workgroup.

**Due to time limitations, the group will discuss the Formula Workgroup Recommendation via email.**

While the amounts look similar, the big difference is that \$150,000 would be put back into Advantage accounts rather than in the statewide buying pool. All systems would need to have Advantage accounts.

### **Formation of Budget Committee**

The Board formed their annual Budget Committee. Last year, the group decided that the Budget Committee would consist of:

- The Board Chair
- The Board Liaison to the Steering Committee
- A representative from any Board Subcommittee (currently the Historical and Local Digital Collections Committee)
- A volunteer from the Board

The group discussed the makeup of the committee. The group agreed on this make-up of the committee.

There was a call for the volunteer from the Board. A. Birtell volunteered.

### **End of the year budget: assigning carryover**

The group reviewed the end of the year budget, and discussed where carryover should go. The amounts for carryover, along with recommendations from the project manager are:

- \$10,370 in donations: Suggest we allocate to digital content
- \$1,411.60 in other income: This is income for the newspaper project (upload costs) so it should go there.
- \$95,319.91 in digital content: Suggest we allocate to digital content
- \$12,819.00 in newspaper project: Should remain with the newspaper project
- \$1,318.56 in magazine pilot: Suggest we allocate it back to reserve.
- \$5,000 in R&D: Suggest we allocate it to R&D
- \$11,781.40 in reserve (minus unbudgeted expenses and \$1.00 less collected in buying pool income): Suggest we allocate it to reserve
- \$3,330 in unallocated carryover from last year: Suggest we allocate it to the buying pool (from donations)

M. Merrifield moved approval of the allocations. M. Van Pelt seconded. Motion passed unanimously.

## **User & Non-User Survey Workgroup Recommendation**

In October, the WPLC Board approved a proposal from Morrill Solutions Research for a process to train the library community on gathering quality data, to fund library-developed surveys to understand user and non-users in the state, and analyze the resulting data. The components and results of these surveys will be shared with all WPLC member systems and libraries. Earlier this month, the Workgroup approved a process, which the Board reviewed and discussed at the meeting.

**Due to time limitations, the group will discuss the User & Non-User Survey Workgroup Recommendation via email.**

## **Discussion of annual meeting**

The next Board meeting will be the WPLC Annual Meeting, held in conjunction with the Steering Committee. **Due to time limitations, the group will discuss the annual meeting via email.**

## **Califa Copyright Reform Statement Update**

At the October 25, 2016 meeting, the WPLC Board voted in favor of supporting and signing the Library Copyright Reform Statement, drafted by Califa and presented to various library consortia around the country.

The Statement proposes the following:

- Publishers and ebook vendors should negotiate acceptable licensing terms with libraries rather than present terms that offer libraries 2 choices: a) accept the terms or b) don't provide access to the materials through the public library.
- Let libraries own what they purchase.
- Let libraries host their own purchased content on platforms that conform to DRM standards.
- Amend copyright law to ensure licensing terms do not supercede copyright exceptions, provisions and fair use protections.

Paula Mackinnon of Califa, has sent a link to the Statement that asks that WPLC designate an individual contact as the signer on behalf of the WPLC.

The goal of the statement moving forward is to promote the statement at the local and national levels in order to increase awareness among library staff as to this specific issue around copyright, licensing and ebooks, and to demonstrate strong support on this issue to those who can help effect change including the Copyright Office and Congress. Paula did say she was unsuccessful in getting the Librarian of Congress to agree to participate in the petition.

In addition, Paula is looking for feedback in how we think the Statement and accompanying information should be shared. Ex. Would the Statement in 'resolution' format make it easier to present to audiences?

**Due to time limitations, the group will discuss the Califa Copyright Reform Statement via email.**

## **Meeting evaluation**

Due to time constraints, the meeting was not evaluated.

## **Adjournment**

The meeting adjourned at 12:53 PM.