

## **Minutes of the February 25, 2011 Legal, Governance & Membership Subcommittee**

Location: Hilton, Effingham, IL

### **Attending:**

Bev Obert – Coordinator (RPLS)  
Tom Turner (SHLS)  
Diane Steele (LCLS)  
Nina Wunderlich (RPLS)  
Rosanne Reidner (LTLS)  
Traci Edwards--Scribe (SHLS)

**Others Present:** Christine Fine (SHLS), Greg McCormick (ISL), Ramona Rollins (LTLS), Mike Szymkoski (RPLS), Lawren Tucker (ISL)

### **MEMBERSHIP CRITERIA**

Bev started the meeting by asking State Library if we could grandfathered all members into the new system and simplify criteria like DuPage—as per the law which is loose.

Lawren replied we were hoping to see after July, State Library working with the two new system boards to craft one set of criteria that applies to every library in the state. They want the board in place by July 1 and hope we have a framework in place but they don't expect us to get everything done.

There was general agreement that all libraries should be grandfathered in. Bev read the law. All text in 3030.35 has to be used, including taxing requirements for public libraries. Diane suggested that Bev put it together and email it to Lawren and Greg for approval.

Bev would like approval to send our original draft to the north. She is certain that the north will start with the ILSDO document.

**ACTION: Recommend to panel that they allow us to send our original draft to the north.**

### **INTERGOVERNMENTAL AGREEMENT**

The only change made by State Library is at the bottom of page 4—added “are approved by the Illinois State Library and”. So the question now is if the document should be changed at the request of Lincoln Trail to give more flexibility to the July 1 deadline.

Tom asked if the intergovernmental agreement is in effect after July 1. Lawren replied no. The plan of service would be submitted and crafted by the transition board for the new entity. Separate systems won't exist after July 1.

So adding anything to the document would be null after July 1 anyway.

Rosanne asked if there could be a clause added. Lawren replied if that should happen, the flexibility would not come from this document, it would come from us (State Library). The milestones that you need to look at are April 4—intergovernmental agreement, May 2--application to merge to the new system, and June 1--area and per capita grant.

The June document is the responsibility of new board and director. We will have personnel policies and benefits but won't have everything done. Assets and liabilities won't be available until the end of March of first of April.

Rosanne doesn't know how to alleviate the problem. She was told that there is usually a clause that covers if this doesn't happen. Greg replied that would be true if you envision the entity continuing but yours is not. You would have already missed the deadline to continue so it will end.

Tom stated that the interim board has no power until the intergovernmental agreement is signed by everyone.

Bev—3 of the 4 have adopted and have the date the last board adopts the agreement. If they don't adopt it until March 24, the interim board can't do anything. Lawren suggested Lincoln Trail have an emergency board meeting.

### **BYLAWS**

Diane reported that her board had a problem with the membership criteria but that has already been resolved. In Article 6, Section 11 Standing Committees a. iii.: Diane: Committees should not prepare. Just take out "To prepare and."

In Article 6, Section 11 Standing Committees c. i.: Change to "To develop, process and review membership eligibility criteria."

Article 8 Advisory Councils—Change "Regional Library" to "Advisory".

Committee went over Lawren's changes. Lawren doesn't see why we would put 10 meetings when 9 is enough. If you have more than 9, great but this covers it if things happen and you can't have 10.

Tom--presenting Intergovernmental agreement.

Diane—presenting Bylaws

Panel needs to approve the bylaws. They don't have to go back to the boards for approval

### **TRANSITION BOARD**

Comes down to Special category. Lincoln Trail already has 4 so need to select either Betsy Mahoney from Lewis and Clark or Mary Ann Pohl from Rolling Prairie. Both are qualified so may be best to draw out of a hat at the panel meeting.

Nina—presenting transition board

### **MERGER APPLICATION**

Lawren said to list assets and liabilities as close to April 4th as possible. Mike asked if Feb 28<sup>th</sup> will be ok. Lawren said that will be fine. Bev is charging fiscal agents of each system to collect the assets and liabilities and she will check with them weekly.

Christine explained that Shawnee is in another arena and the sale of the building won't be final. Greg said to put \* with footnotes about it. There will be no problems.

Greg said it is not necessary to have a resolution to transfer assets to the new entity. The law already indicates that the new entity assumes the assets. Bev asked if we can they pass a resolution if we want? Lawren replied yes. Also all liabilities will be assumed by the new system, too.

LLSAP—do need a paragraph for this. Greg said to use the same wording we have in one of the other documents. Lawren said the four boards have to approve the whole application to merge. Lincoln Trail has to have a special meeting. We need everything done by March 21<sup>st</sup>.

Christine asked how to handle LLSAP funds that they won't have yet. Greg—Board needs to designate the amount at the March meeting and Christine will put in the amount as a receivable. Transfer of funds as of May. Greg thought it should be earlier.

Lawren said they are going to have a webinar on the plan of service.

He thinks a timeline would be a useful and instructive way to present it the information in the merger document.

Local records act is going to be done by fiscal officers. Lawren said the archive department at State Library would be happy to help. Greg—most of the benefit is to the new entity. It can be a lot of new paper for the new entity to get through. Greg said to transfer current records to the new system and historical stuff can go to the state library. Plaques etc. aren't official records. Lawren doesn't care what happens to anything but official records.

Benefits: We will have the transition board in place but can't do anything until Lincoln Trail signs the IA. Transitioning staff: hopefully the strategic plan committee can tell us what the staffing needs will be. We are hoping that all staff be notified of positions in the new system by April 1<sup>st</sup> along with the process to apply. If current system staffs do not see a position for them, it gives them 3 months to plan.

Tom—we need to give them as much for warning as possible. Thinks everyone needs to be released. Then start interviewing and rehiring.

Christine—the union at Shawnee has been reviewed and think it will have to stay intact but not sure. Shawnee has 4 union drivers.

Mike—There may be some health insurance considerations with terminating everyone June 30.

Bev said that if employees work 1 day for the new entity, they can get cobra.

Jan is working on the plan of service and it will dictate some positions. Anyone currently employed can apply for the positions.

Christine—thinks that layoff letters should be sent so people can plan when to get other jobs. There is no incentive to stay if everything is unknown. Each board should determine the needs of their employees. Shawnee will be addressing local records quicker than anyone else. We need timelines and proper notification.

Nina—Just as a courtesy, the letter of layoff should explain the reason.

Lawren—We don't expect you to have your employment plan fully flushed out by April 4. Show us what is projected for specific dates--July 1, September, etc.

Lawren--Do you for see the new system board a lot like the transition board? Bev—maybe 1/3 will continue. You will have a new board and new director they will be working from decisions made by a different group of people? He is unsure about it. Thinks we are biting a lot off.

Diane asked for suggestions. Gregg—seem like a great urgency and you have already downsized so doesn't think we need to make an urgent staff plan in the next 30 days. He implied that we don't need to layoff people but reduce by natural attrition.

Ramona—three people are retiring and more staff are looking for jobs. This board needs to address this. Gregg said just develop the model. Christine suggests everyone will start working for the new entity knowing some with eventually be laid off. Gregg agreed except only 1 director. Christine thinks that boards have the authority to say staff can stay on to dates past July 1.

Bev said carrying people over into the new system will be easier. Don't want to harm employees.

Item 6 7 8 9 will do this afternoon or tomorrow morning.

#### **NEW SYSTEM NAME**

Committee is going to recommend: Illinois Heartland Library System

Rosanne is going to present the transition board members

Nina is going to present the merger documents

Adjourn for lunch.

### **COMMITTEE MEETING—SESSION TWO**

5:15 p.m.

#### **MERGER DOCUMENT**

Bev is going to write up c and d of the merger document tonight. She will work out the framework. May have to have a panel meeting before board meetings in March. She proposed to meet via vtel.

#### **PLAN OF SERVICE PLAN FOR ADMINISTRATION**

Bev tried to find for other systems. If sufficient, we can give to strategic committee to tweak. Committee decided to change "System Long Range Plan" to "System Strategic Plan". Also add: Other policies as established by the board. Giving to strategic committee and then the planning panel.

#### **EXECUTIVE DIRECTOR**

Had one suggestion to remove Illinois in it because thinks it looks like it limits to the state of Illinois. Committee is leaving as is and making copies for the board tomorrow. This is just a start for the transition board.

Bev put together a list of job contacts for the new board so they know where to post for the director position.

Bev passed around a document of director salary ranges from 2008. Bev's has gone down since then but wants us to look at it to get an idea of the range. We need to get Joe's and Tina's added and give the list to the planning panel. Joe's was 98,000.

Committee decided to let the transition board write the job announcement.

### **PERSONNEL HANDBOOK**

Mike gave Bev the idea to take one of the system's and run with it. Shawnee's is the newest one. Peggy, her assistant pulled it together from Shawnee's Personnel Manual. Recommending to the transition board that it is better to attach policies than to incorporate them in the document. Just make reference to them.

Went through all the changes or differences between policies.

Page 34 and 35 in yellow are part of Rolling Prairie's Legal Operation Maintenance Manual. Could just reference the manual.

Bev asked that the committee read carefully and then we can hand the document over to the transition board and they can change it as needed.

Tom--If we release everyone and hire back do you have to have a background check on everyone? Bev--we can recommend background checks only on new employees. Christine—can't do for union drivers unless there is a circumstance to warrant it.

Job descriptions: Should look at current ones and pick out the best ones.

Look at salary scales to create. Bev asked fiscal people if there is a big variance in salaries. All said fairly close. Christine said but there is a wide variety of education levels.

List of things to do: Benefits: vacation, sick, and personal time in policy personal time. Health insurance.

Tom: Will we honor years of service from individual systems?

Ramona: Lincoln Trail staff will have to get all new doctors if go with blue cross/blue shield. Just wanted to bring to committees attention.

Christine—Limeric covers all systems. Limeric is with blue cost right now because it has the lowest cost. She is only an information carrier. Libraries vote on the actual insurance. Limeric would take everyone on without an underwriting.

Mike—It used to be that they went out for bids every year. No matter what company they choose, someone is always mad. Doesn't see how we can prevent that.

Ramona: Are we going to take bids? Don't think we have time for that. Committee agreed that it would be better to get everyone covered and then can get bids for next year.

Christine—We have to have an intergovernmental agreement with Limerick and then they would be covered under COBRA. They need to know by the middle of April. They will just add on all the staff.

Ramona: What rate? Christine--They anticipate flat funding \$543.66. Ramona: theirs is 621 HMO. Employees pay \$21 a month. Christine can get the HMO rate from Limerick. Bev—In transition, I think Limerick is the only way to go.

If you require your staff to pay a contribution, then you can't require them to take it. Limerick may be able to give different options.

Committee asked Christine to get specific information on Limerick (what it would take to join and the cost and what is time frame). Lincoln Trail could possibly stay with their own insurance. With Limerick we get COBRA and errors and omissions insurance also.

Adjourn.