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**PLA Board of Directors Meeting**

**June 18, 2021**

**Virtual**

**Present:** Michelle Jeske, President; Melanie Huggins, President Elect; Directors-at-large: Cindy Fesemyer, Toby Greenwalt, Amita Lonial, Dara Schmidt, Kelvin Watson; ALA Division Councilor: Stephanie Chase; Clara Bohrer, Fiscal Officer

**Absent:** Ramiro Salazar, Past President; Brandy McNeil

**Guests:** Erica Freudenberger, incoming PLA Director‐at‐Large; Dr. Maria Taesil Hudson McCauley, incoming PLA President Elect; Christina Rodriques, co-chair, Forward Together Work Group; David Sheffieck, ALA Community Engagement Manager; Candice Wing‐yee Mack, incoming PLA Director‐at‐Large; Abby Strauss, Maverick & Boutique; Jane Darling Maverick & Boutique

**PLA Staff:** Mary Davis Fournier, Executive Director; Larra Clark, Deputy Director; Mary Hirsh, Deputy Director; Kathleen Hughes, Publications Manager; Melissa Faubel Johnson, Conference Manager

1. Welcome and Introductions, *Jeske.*
2. By consent, the board approved the adoption of the meeting agenda.
   1. Clara added update on OA workgroup item
3. By consent, approved the consent agenda as presented.
   1. Agenda approved

**Consent Agenda Document Number**

1. May Board Meeting Minutes 2021.67
2. PLA President’s Report to ALA Council and EB 2021.68
   1. Appreciation for work of Michelle and staff for all that was accomplished last year
3. Combined Initiatives Report 2021.69
4. Combined Operations Report 2021.70
   1. Gratitude for Scott Allen’s work on Benevity donations
5. Continuing Education Report 2021.71
6. PLA 2022 Conference Report 2021.72

**Action/Discussion/Decision Items Document Number**

1. Welcome new PLA Board Members (no document). Jeske welcomed Dr. Maria Taesil Hudson McCauley as PLA President Elect. Dr. McCauley’s term as President Elect will begin on July 1, 2021, and she will serve as 2022-2023 President and 2023-2024 Immediate Past President. Jeske also welcomed Erica Freudenberger and Candice Wing‐yee Mack as incoming PLA Directors‐at‐Large. Freudenberger and Wing-yee Mack were elected to three-year terms, beginning July 1, 2021 and ending at 2024 ALA Annual Conference.

Jeske expressed excitement to have Candice, Erica, Maria join us as PLA onboards a new Executive Director and operationalizes the strategic plan refresh. New members will be welcome additions as the PLA Board advanced the work

1. Reflections, *Jeske* (no document).

Jeske directed attention to the PLA President’s Report, EB2021.68 and thanked Staff for the good work pulling together the highlights. It has been an extraordinary year, bookend by saying goodbye to Barb Macikas and welcoming Mary Davis Fournier. Highlights include refreshing the strategic plan at its midpoint, and in response to changes in the field wrought by the pandemic and an increase in the number of grants PLA received.

Jeske pointed out the pandemic affected PLA in many of the same ways as libraries. Staff showed great flexibility, advocated at federal level, and moved programs online to meet member needs. So much good work happened this year, especially considering the reduced staffing level.

Jeske recognized Clara Bohrer for her work as the budget chair, and on the Operating Agreement work group, and overall knowledge and advice regarding ALA context. Stephanie Chase was thanked for her council work.

This year was very much about transition. Looking forward to Melanie Higgins and Mary Davis Fournier’s leadership. Jeske believes PLA supports transformation of public libraries as anti-racist organizations that are truly responsive to community needs. PLA is well positioned to continue that work under Huggins and Davis Fournier’s leadership.

Huggins thanked Jeske for all her work, indicating PLA is a far different place due to Michelle’s leadership

1. PLA President Update, *Jeske* (no document).

Jeske participated in a few media interviews, including with the Washington Times. Jeske and Davis Fournier met to provide insights. Huggins was thanked for facilitating efforts to prepare recommendations for Davis Fournier based on strategic planning work. Jeske will participate in ALA Annual, including meeting with Councilors, the New Member Happy Hour, and the Planning and Budget Assembly.

1. PLA President-elect Update, *Huggins* (no document).

Huggins thanked Hirsh and Allen for all the support over the year, especially recently with committee assignments. She will work with Davis Fournier on better onboarding and aligning committees to work of board and strategic priorities. Huggins will also participate in ALA annual and is populating her calendar.

1. Executive Board Liaison Update, *Neal* (no document).

Jeske reported on behalf of Neal. There will be a finance update at annual with a second pass at the FY22 budget that will go through BARC. The executive board is working for a balanced budget, and appointing endowment trustees. There will be an operating agreement conversation at PBA. The executive board recently approved a name change to Philanthropy Advisory Group. As of meeting time, Annual has 7500 registrants, optimistic it will make 9100 goal. Juliane Morian is LLX program chair, the proposal submission process is open. There will be a Forward Together Update at Council.

1. ALA Code of Conduct, *Sheffieck* (2021.73 a-b).

President Jefferson appointed a workgroup to look at comprehensive standardized code to apply to all channels. There are two dozen codes of conduct across ALA, managed by different staff. Member group working on it since January. 300 comments given in May.

COO voting on a standing committee to monitor and revise code ongoing.

Chase had questions about moving from staff driven to member driven committee charged with monitoring and wondered if this may be in conflict with what is coming from Forward Together. Who would own this committee?

Sheffieck indicated member-driven is best practice. There is widespread precipitation that staff moderation is not transparent or accountable. He expressed some concern about council reaction to committee request, but doesn’t feel that this can wait until Forward Together. The Executive Board feels this is a priority, needing a process now. Whatever happens with Forward Together will impact this, but it is a future question.

The new code is being proposed as ALA is migrating off Sympa to Connect, where there is better ability to moderate and provide oversight so members have a secure space to engage

Chase indicated the PLA board will need to have a conversation about how it uses Connect, and decided public record and what is casual communication. Davis Fournier indicated PLA Board space on connect is private by default.

Motion to Support revisions to Code of Conduct

Move to table motion until end of action items on board meeting agenda in case relevant information surfaced during the SCOE Resolutions conversation. Motion tabled.

1. SCOE Resolutions & Council Agenda, *Chase, Rodriques* (2021.74).

Rodrigues started by providing a grounding context on the work. Forward Together resolutions workgroup convened in March. Understood the charge to draft resolutions to reorganize governance at a conceptual level; the finite details were not part of charge, which put the process at disadvantage. She recognizes confusion, looking forward to robust conversation.

There is a lot of parallel work the FTWG is not privy to, such as code of conduct, introducing opportunity for confusion.

Structure of work is 23 councilors in 6 subgroups. Executive board leadership has plans for an implementation group or next steps, but the current work group is not involved in that. Council will deliberate, but not confident the group will get very far. It is expected the resolutions concerning Core Values and Round Tables will pass. Less certain than others, a lot of interdependencies and complexities that have not been worked out yet.

Rodrigues and Chase led the board through a discussion of each resolution with an intended outcome of voting on each.

First Resolution describes the creation of a Task Force to review Core Values, and establishment of related standing committees. Chase feels there is no reason to oppose, this should pass easily. The more ALA can structure around an immovable set of values, the better for organizing the work of the Association. This is not a standing committee, and has more flexibility as a task force. Core values appear in so many different places, TF will look across, determine the final language and then disband.

Bohrer asked if there was information or reports on the financial impacts of all resolutions. The initial point of SCOE was to look at member engagement, streamlining and sustainability.

Rodriques indicated there is a fiscal analysis workgroup, but they just received the recommendations. That group is planning on issuing a report by 6/23 with high level financial impacts. ALA Executive Director Tracie Hall is involved in financial conversations, also operating agreement work group.

Creation of Core Values Task Force: Move that PLA’s supports creation of Core Values task force as set out in resolution. Board votes to support the resolution.

Second Resolution addresses Round table size and structure. Requires that RTs maintain minimum members, common bylaws, and dues structure.

Boherer would like to see stronger language if requirements are not met. Not “may” but “shall” to ensure action is taken. Chase agreed this is a situation where fiscal sustainability should be part of conversation and will look bring amendment to this language on floor.

Rodrigues said the idea of power is something WG struggled with. Where does that live, how does it shift and change. Not about power, but who has responsibility for what and how does that get shifted.

Davis Fournier received late communication for ALA Membership director, background document included with FT resolutions fiscal analysis of dues structures for RTs and Divisions. Bundled together, but no action items for divisions at this time.

Motion to support resolution regarding Round Table structure, size, and pricing passes.

Third Resolution describes changes to the Executive Board. There was a lot of support during SCOE to change size and make-up of the executive board. Current resolution proposes dissolving the Executive Board and replacing it with Board of directors, increasing the size from 12 to 18, and including significantly more directly elected.

* 8 members directly elected by membership including 4 Officers, 6 members from assemblies (including two from divisions), opportunity to appoint 3 members for gaps in representation and diversity. BOD members would serve as councilors. Roles and responsibilities clarified in
* Slight amendment we haven’t seen: 18 people, 4 officers, 4 members directly elected, 6 assemblies, 3 experts.
* Roles and responsibilities described in resolved clause as: guides the vision of the association, shapes association strategy and goals, has fiduciary responsibility for the association’s assets and investments, recruits and appoints and works with the association executive director, and oversees the association audit process
* Still a lot of confusion on who is responsible for what between council and board
* For 4 directly elected: process will fall into implementation but assumed it will be a combo or nominating and putting self forth

Chase feels it is crucial to support this change as direct election is powerful but it may be advantageous to wait until the fall to bring this for a vote.

Motion to support creation of BoD with increase in directly elected members. 8 directly elected by membership (4 existing officers plus 4 general members). Motion passes

Clarification was sought on the assemblies. The idea of electing out of assemblies is to come together, but it might lead to competition. Assemblies would hopefully move member leaders away from representation by library type to represent all divisions.

Rodrigues was asked what would help to get this passed. She feels fiscal implications and representation will be a sticking point. President Jefferson will likely look for consensus and so some parts may pass now. Increasing direct election is the most important aspect of resolution.

Fourth resolution describes establishment of 6 Standing Committee of the Association.

Proposing six committees each with 10 directly elected member, 5 appointed, a board liaison, and staff liaison

Chase recommended supporting Proposed Finance and Audit, Leadership Development, Nominating, and Association Policy as described

Public Policy and Advocacy and Professional Values might be too broadly charged for 15 people

Standing committees should be what is absolutely essential. The resolution describes a substantial reduction in committees.

Motion to approve 6 standing committees as proposed to align structure, support reduction for fiscal responsibility, support direct election, support what is absolutely essential while acknowledging committee can be added in. Motion passes.

Fifth resolution describe Assemblies

This resolution and structure is still very vague, highly unlikely to pass. It is unclear what problem Assemblies are trying to solve and divisions do not appear to have a lot of power within the Assembly structure.

Motion to not take a position until we have more information. Motion passes.

Sixth Resolution describes changes to Council make up

There is not a resolution coming forward to dissolve council, which was a SCOE recommendation. Rather, current resolution proposes to reduce size from 180 to 65; Moves fiduciary responsibility to Board of Directors; will pull 5 members from 3 standing committees, and at large positions; eliminates in-person meeting requirement, doubles yearly meetings to 4; shifts focus on policy and keeping current.

PLA initially supported dissolution of council during SCOE process and would support a resolution brought to the floor to dissolve council.

Motion: PLA in alignment with previously stated directions votes to dissolve council in its entirety, with policy making responsibility with expanded and more directly elected BoD. Motion passes (Greenwalt not present at time of vote)

Chase reminded the group any councilor can put a resolution up at Council I. She can put something forth to extend to allow for time to show interdependencies and fiscal impacts.

Rodriquez reminded the group that the current work can only extend to fall with a very detailed action plan. Need to break into smaller chunks.

Motion: Support a resolution to postpone these discussions until PLA board can analyze the full financial impact. Motion passes. Chase and Rodrigues will confer on wording and process for Council I floor resolution.

1. Financial Reports, *Bohrer* (2021.75, 2021.76a-d, 2021.77-80).

PLA is on trend to end up in better positioned than budgeted.

Current year budget: first pass had only low revenue numbers, which underestimated conference and projects. BARC pushed back, and staff were allowed to increase conference lines in the second iteration. PLA B&F reviewed, recommends approval knowing we have one more opportunity to revise.

Motion to approve draft budget as presented. Motion passes.

Bohrer thanked Allen for his work on managing the budget and creating easy to read reports.

ALA Executive Board asked staff to bring forth a balanced budget. PLA may be instructed to reduce expenditures, based on a proportional amount. More info to come following Annual conference governance meetings.

Systemic issues with the organizational budget remain. Still relying on loans and transfers: totally $3.5 million this year from sources that are not always available. No significant progress or changes to expensive structure and processes.

Bohrer shared Operating Agreement talking points and a request to extend Operating Agreement Work Group charge for one year. The group is looking at overhead rate and exploring what eliminating overhead would mean. This change could be beneficial and will be discussed at the issue at PB&A.

1. Strategic Plan Final Report, *Strauss* (no document).

The board asked Maverick & Boutique to produce a final document that is short and member facing, based on fundamentals of what the board generated at their last meeting.

Five buckets from the report of findings, matched to aspirations. Two intentions, with following actions.

Jeske recommends letting staff take this, fine tune to share with members, come back to board with next steps.

Fessmeyer hopes to see more collaboration among organizations and offered to stay engaged in the conversation beyond her board term.

Huggins found the report helpful as she worked to make committee appointments.

Maverick & Boutique was thanked for their engagement on the project.

1. Ebook Aggregators Update, *Clark, Watson* (no document).

Clark sent a letter on behalf of the board to five aggregators, and has received responses from Override and Bibliotheca. Watson also spoke with Skip Dye from Random House. Planning to schedule follow up calls. Michelle, Toby, Larra and Kelvin are work group members.

Three states have enacted recent legislation about ebook pricing. State laws impact may only be Amazon at this point, because copyright is federal law. DCWG issued white paper, Watson’s term on DCWG is ending.

ALA is working on bringing national legislation, the House judiciary committee is looking at legislation and the Federal Trade Commission is looking at policy.

1. Future Board Meeting Dates, *Davis Fournier* (2021.81).

Will send a survey next week to land on dates. Building back two in-person meetings. Board indicated interest meeting in person in October. Staff will add that to the options.

Will need to be thoughtful of the council schedule at LLX in scheduling PLA board meetings. Staff will remind the Board of travel funding policy as well.

Revised Code of Conduct. Sheffieck agrees that the ability to respond quickly is the highest priority, new code is structured so that is possible. Feel that decisions by member committees are more powerful than staff, Community decisions should be made by the community. Committee has the responsibility to issue reports.

Ask is for support new code, Sheffieck can connect board members to committee members on more technical process issues.

Motion to support content of new code of conduct: Motion passes

1. Service Recognition of Board Members (no document).

The board recognized and thanked outgoing board members Ramiro Salazar, Cindy Fesemyer, and Kelvin Watson. Melanie Huggins was welcomed as president-elect, and Maria McCauley, Candice Wing-Yee Mack and Erica Fruedenberger were welcomed as directors-at-large, with terms starting July 1, 2020. On July 1, 2021, Michelle Jeske becomes immediate past president, and Melanie Huggins assumes the role of president for 2021-2022.

Jeske thanked outgoing members, highlighted their accomplishments

Jeske expressed what an honor it has been to serve in this role, handed the gavel to Melanie

Huggins.

1. New Business (no document).
2. Adjournment (no document). There being no further business, the meeting was adjourned at 4:00 PM Central. The next meeting of the board will be held at a date to be determined.