

Northern Michigan Library Network  
Special Meeting of the Board of Directors  
Minutes of the Meeting of July 11, 2019

**CALL TO ORDER:** A special meeting of the Board of Directors of the Northern Michigan Library Network was held at the Superiorland Library Cooperative and via Zoom conferencing service. The public was invited to participate at the Superiorland Library Cooperative; 1615 Presque Isle Avenue; Marquette. Shawn Andary, Chair, called the meeting to order at 1:32 p.m. eastern.

**ATTENDANCE**

**Board Members Present:**

At Superiorland Library Cooperative: Shawn Andary, Chair (representing Superiorland Library Cooperative); Bruce MacDonald, Secretary/Treasurer (representing Peter White Public Library); and Andrea Ingmire (representing Peter White Public Library)

Zoom: Megan Buck (representing Dickinson County Library), Renee Augustine (representing Dickinson County Library), Deb Friedman (representing Superiorland Library Cooperative), and Richard Conboy (representing Superior District Library)

**Others Present:** Pamela Malmsten (SLC staff), Recorder

**Board Members Absent:** Stephanie Swenski (representing West Iron District Library and Lisa Waskin (representing Superior District Library)

**APPROVAL OF THE AGENDA:** A motion was made to approve the agenda as presented (MSC Andrea Ingmire/Deb Friedman). Motion carried unanimously.

**PUBLIC PARTICIPATION:** There was no public participation.

**FOLLOW UP ON THE MAY 17, 2019 JOINT SLC/UPRLC MEETING DISCUSSION REGARDING THE POSSIBLE DISSOLUTION OF NMLN:**

At previous meetings the NMLN Board had discussed the possibility of dissolving NMLN. The topic was included as an agenda item at the May 17, 2019 joint SLC/UPRLC Board meeting and UPRLC Board member Leslie Warren facilitated a discussion regarding the “pros” and “cons” of dissolving the Northern Michigan Library Network.

When NMLN was formed, the SLC building was sold to NMLN for \$1; since then SLC has been leasing the building for \$1 per year under a triple-net lease arrangement. A dissolution “con” mentioned at the Joint Meeting was that if SLC had to dissolve due to funding issues, the building could be retained and used to house staff that could provide technical support and other services to members of the UPRLC automated library system. It was also noted that it would be expensive and time-consuming to reestablish the NMLN if it was decided that the entity should be reestablished in the future.

Dissolution “pros” that were discussed at the Joint Meeting included:

- a. Preservation of the building is no longer as important since the automated system servers are now hosted off-site and therefore the building is no longer needed to house the servers. If SLC dissolved, UPRLC could enter into a management contract with another library or other organization and automated system staff could work in another location.
- b. The SLC headquarters building is listed in the NMLN audit with a net value of \$0, which does not reflect the true value of the building. SLC's auditor has indicated that, if NMLN is dissolved and the building reverts back to SLC, the value of the building will be calculated by looking at the value of the building prior to the NMLN transfer and deducting depreciation; this value will then be reflected in future SLC financial audits.
- c. Dissolving NMLN will result in a cost savings for UPRLC and SLC. Yearly NMLN expenses consist of a financial audit (\$1,360 this year) and Directors and Officers insurance (\$558 this year). Since NMLN has no revenue sources, UPRLC has been paying most of the expenses and SLC has contributed \$500 per year. This year UPRLC paid \$1,418 for NMLN expenses, and SLC contributed the remaining \$500.
- d. Dissolving NMLN will result in time savings. SLC staff are involved in meeting preparation, accounting, record-keeping, meeting attendance, and working with the auditor. NMLN Board members invest time in meeting preparation, meeting attendance, and document review.

NMLN Board members further discussed the points that there were brought up at the Joint Board meeting. Former SLC Director Suzanne Dees was involved in the establishment of NMLN. Suzanne called into the NMLN meeting and shared her thoughts on the possible dissolution. Suzanne stated that NMLN is a "security blanket" that could be useful if state funding becomes unstable. She also recommended that Anne Seurnyck, the attorney who was involved in the NMLN formation, be consulted before dissolution to ascertain that nothing is being overlooked.

**A motion was made that the NMLN Board of Directors recommends that the Boards of the NMLN participating libraries move forward with the process of dissolving NMLN (MSC Megan Buck/Andrea Ingmire). Motion carried unanimously.**

Discussion: Board members agreed that NMLN Chair Shawn Andary would draft a letter explaining the reasons for the dissolution recommendation and outlining the dissolution process. It was also agreed that Foster, Swift, Collins attorney Anne Seurnyck would be consulted regarding the process and implications of dissolution and to provide feedback on the letter of explanation that would be presented to the Boards of the participating libraries.

**NEXT NMLN BOARD MEETING:** The next NMLN Board meeting is scheduled for Thursday, September 5, 2019 at 2 p.m. eastern (1 p.m. central).

**ADJOURNMENT:** There being no further business, the Chair declared the meeting adjourned at 2:10 p.m. eastern.

Respectfully submitted,

Bruce MacDonald, Secretary

Pamela Malmsten, Recorder