Welcome and Introductions – Bross
The meeting was called to order by Bross at 10:02 a.m.

Approval of Consent Agenda
Hendren made a motion to approve the consent agenda and all attachments; Mars seconded.
All were in favor and the motion was approved.

Carlis made a motion to approve the board minutes, Sundstrom seconded.
All were in favor and the motion was approved.

Approval of Financials – Ethier
January 2020 Financial Report
December 2019 financials included in the meeting packet.
1. Total Assets: $164,938.45
2. Total Revenue YTD: $307,855.48
3. Total Cost of Sales YTD: $153,708.00
4. Monthly Expenses for December: $14,250.08
5. Total Expenses YTD: $185,107.75

Sundstrom asked for clarification between the cost of sales and expenses. Cost of sales is generally conference related. Expenses are ongoing operations. Cost of sales is included in total Expenses.

Ethier made a motion to approve the December financials, Hendren seconded.
All were in favor and the motion was approved.

MHQ/Executive Director Update – Newberg
A second customer service coordinator will be starting with MHQ. That will give them a team of two. Newberg thanked the Board for all their support.

Engage Members
Conference Updates – Bross
A call for additional conference planning committee members is going out. Their first meeting is next week.
**Strengthening our Organization**

**Strategic 90-Day Plan – Bross**

The Executive Committee met to put together the initial plan based off the Strategic Plan goals. There will be more to report at our next Board meeting.

The Executive Committee looked at a draft of the website, and had many comments. We will review our original request of the vendor before sending back for changes. We have three change orders in the contract and want to maximize each set of changes.

**Activate Library Advocacy**

**Legislative Update – Trenam**

Trenam had a call with Becka at MHQ in preparation of Legislative Day. The events will be March 30-31; the 30th is an evening briefing, and the 31st is the event at the Capitol.

The Legwork Committee will meet next Friday. They have tentative approval from the Capitol to hold the event. Trenam will work with Becka to finalize the event. Registration will be opening shortly.

The Governor’s budget includes 2 million in bonding for libraries; this is standard.

Hendren sent Trenam an article about the challenging legislative action happening in Missouri. Trenam will send information out through a newsletter to membership. [https://action.everylibrary.org/jail_time_for_librarians](https://action.everylibrary.org/jail_time_for_librarians)

**Other**

**Minnesota Library Foundation Update - Bross**

Bross attended a recent meeting of the MN Library Foundation. They are going through a strategic planning process, and want to meet with various library organizations to better understand the needs. They are looking for three volunteers from each organization to meet and talk about the future of libraries and their organizations. This will be a full day event in March. They will send out a questionnaire.

Currently the MLA Board President-Elect position is the liaison to the Foundation. The Foundation meets four times each year, which makes participation difficult. Bross suggested liaison position be moved to another Board member, and make it a two year term so there can be more consistency and collaboration.

Bross asked the Board to think about this, and she will bring it back in February.

The Minnesota Library Foundation looks for ways to support MN libraries. A big contribution is their funding of MILE; they also hold the revenue from silent auction sales.

**MLA Bylaws – Bross**

The goal this year is to clean up grammatical errors and inconsistencies. Bross asked our previous parliamentarian about appropriate next steps. She suggested a group of five people should review and bring forward any changes. The goal is to have a mix of long term and newer members. Clark and Carlson volunteered previously. Motschke as Secretary is the chair. This is a short term commitment.

Sundstrom and Collins volunteered.

Bross will send out an email to everyone and then work will commence.
MLA Audit/Tax Service – Bross
MLA put out an RFP for a CPA Firm to perform an audit and to complete our 990 Tax forms. The audit happens every two years. There were three submissions to the RFP, including our current firm. The Executive Committee reviewed the submissions. The Board has been satisfied with our current vendor, and theirs was the most cost effective proposal.

Harrington Langer and Associates will perform an audit in 2020 on our 2019 financials. They will complete our taxes for 2019-2021.

Hendren made a motion to accept the proposal from Harrington Langer and Associates, Ethier seconded.

All were in favor and the motion was approved.

Bross noted that the 2020 budget didn’t include the costs of the audit, so the budget will impacted.

Policy Review: Membership and Dues
The policy doesn’t mention the various membership categories. It also needs an approved/updated date to be added to the document. The Board wondered if the document should include more developed definitions of the member categories.

Bross noted that policy seems incomplete and needs to be updated. That work will wait until the Bylaws Committee has a chance to update things. Bross will bring this back at a later date.

Policy Review: Antitrust
The initial review of the policy was incomplete, as the full policy is three pages not one.
Carlson checked to see if the tax form 990 required us to have an antitrust policy. It does not, but does require a whistleblower policy and records retention policy.

Hendren researched more about antitrust; the policy hinges on the Sherman Act and the Federal Trade Commission. Mars asked if we are allowed to boycott or specifically not do business with organizations that discriminate against certain groups. Her research into the FCC documentation showed that boycotts are legal if there is price-fixing or unfair market advantage; per FCC [link](https://www.ftc.gov/tips-advice/competition-guidance/guide-antitrust-laws/dealings-competitors/group-boycotts).

Only certain types of boycotts are illegal, but it is unclear if there are legal boycotts for organizations.

We are an organization of people from other organizations, and are in essence competitors.

Sundstrom noted that the policy says no price/fee sharing which is in conflict with our practices of openly sharing our policies. Hendren explained that this policy governs the association as an entity, and states that MLA cannot mandate member libraries to do anything they don’t want to. For example, MLA can’t come out and say all libraries should boycott McMillan, but individual libraries can make their own local decisions.

MLA does advocacy and can make statements in support of issues impacting libraries.

Amy suggested we reach out to law librarians and the Minnesota Association of Law Librarians (MALL) to enquire about the existence of other antitrust policies in library associations.

Newberg is a member of the Associations for Associations, and she will bring this issue forward to that group for advice. Buckland will reach out to ALA for guidance. Hendren will reach out to MALL, and other library associations.
We still have no update from ALA Intellectual Freedom Office regarding the Compassion and Caring issue.

Bross asked Newberg to put together a list of who to call for what at MHQ. Newberg is close to having a final list. Rebecca Merrill will be a primary contact for us, but Jen will send that out next week.

Bross adjourned at 10:50 a.m.

Chat transcript
10:18:36 From Jami Trenam : Here is a link to the info on Missouri from EveryLibrary: https://action.everylibrary.org/jail_time_for_librarians
10:19:42 From Jami Trenam : That is a petition - here's also an article from the Guardian: https://www.theguardian.com/books/2020/jan/16/missouri-could-jail-librarians-for-lending-age-inappropriate-books-parental-oversight-of-public-libraries-bill
10:19:46 From Dave Collins : Thanks Jami—definitely something to monitor closely.
10:27:27 From Amy Mars : Looked good to me!
10:30:59 From Amy Mars : Thanks for catching that, I agree also
10:36:38 From Stacey H : https://www.ala-mn.org/antitrust-guidelines
10:45:48 From Kirsten Clark : My mike isn't working but Hannah should reach out to ALA
10:46:07 From Hannah Buckland : I can certainly do that.
10:47:16 From Hannah Buckland : No, not a word. I've followed up several times.
10:47:40 From Hannah Buckland : Office of Intellectual Freedom
10:48:23 From Hannah Buckland : I was refered to OIF by Chapter Relations & State Advocacy people.
10:48:49 From Hannah Buckland : No problem -- I could try the Washington Office too.

Board packet materials: https://drive.google.com/drive/folders/1YMji3y3hbsYLW7Tzqz880OjnOARtzoai