

Members Present:

Dr. Gary Allen, Host Institution Representative	University of Missouri - Columbia
Donna Bacon, Interim Executive Director	MOBIUS
Shirley Baker, President / 2009-2010	Washington University
Jim Cogswell, Four Year Public-at-Large / 2009-2011	University of Missouri - Columbia
Margaret Conroy, State Librarian	Missouri State Library
Cynthia Dudenhoffer, Secretary/ 2010-2012	Central Methodist University
Erlene Dudley, Past Chair / 2009-2010	William Woods University
Corrie Hutchinson, Treasurer / 2010-2011	Stephens College
Kathy Schlump, Two Year Public-at-large/ 2010-2012	East Central College
Gail Staines, President Elect/ 2010-2011	St. Louis University
Sharon Upchurch, Independent-at-Large/ 2010-2012	Culver-Stockton College
Ed Walton, Independent-at-Large/ 2009-2011	Southwest Baptist University

Members Absent:

John Gillespie, Executive Director	MOREnet
Rusty Monhollon, Missouri Department of Higher Education Representative	Missouri Department of Higher Education

Guests Present:

Maegan Bragg, Executive Assistant	MOBIUS
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1. Shirley Baker brought the meeting to order a little after 10 AM.
2. Adoption of the agenda- Gail Staines moved to adopt the agenda and Sharon Upchurch seconded. The agenda was adopted.
3. Approval of the minutes of the June 17, 2010 meeting- There are two accompanying documents that Erlene Dudley will email to Maegan for posting. Sharon moved to approve the minutes and Jim Cogswell seconded. The minutes for the June 17th Executive Committee meeting were approved (with documents to follow).
4. Information Items
 - a. Bylaws- Shirley Baker- According to Ann Stillman (lawyer currently working on the behalf of MOBIUS), the advisory committees should be called advisory groups under the not-for-profit corporation structure. After some discussion, it was agreed that MOBIUS would officially

- call the advisory committees 'groups.' The charges for each advisory group will need to be changed to reflect this change. The listserv names will remain the same for now, however.
- b. Board subcommittee members- Shirley listed the members appointed to the Strategic Planning committee of the Board including Gail Staines (as vice president of the Board), Donna Bacon as *ex officio*, Jim Cogswell, Kathy Schlump, Sharon Upchurch and Ed Walton. The Finance committee is chaired by Corrie Hutchinson (as treasurer of the Board), Donna Bacon as *ex officio*, and Sharon Upchurch.
 - c. Update on MOBIUS/UM Contract- Donna- There was a meeting on August 4, 2010 with Erlene, Donna, Shirley, Dr. Allen, Dale Hermeling from Stolar Law Firm and UM General Counsel members. The main discussion centered on what services MOBIUS needed in the contract, primarily HR services. MOBIUS asked UM to consider that we have more control over things like hiring, job descriptions, etc. No decisions have been made yet. Other services we have with UM are Telecom, Datacenter, and MOREnet. There is a follow up meeting September 9. Cash assets will be transferred to us on October 1 and other assets will require a letter from Gary Allen (i.e. furniture). It was determined that the MOREnet contract would be a separate contract and possibly the Telecom and Datacenter will be separate from HR services contract. These will also be annual contracts. Dr. Allen reported that he had checked in with UM General Counsel that morning and the status is that this is all being worked on still. We're moving along at legal speed.
 - d. Signing Conflict of Interest forms- Shirley requested that each Board member remember to sign the Conflict of Interest form each year. MCO will keep the original signed policies and provide the Board members with copies. Erlene noted that the attorneys came up with this document and it is based on the standard form used for not-for-profits (NFPs).
5. Unfinished Business
- a. Task Force on Core Products- This has been a long standing issue for MOBIUS and it was suggested at a previous meeting to put together a task force of member representatives. Initially, Donna was to chair this, but due to mitigating circumstances Erlene stepped up as chair. Erlene talked about the three documents that the TF has been working on. Two of the documents, the Service Level agreement and the Policy document are complete, but the third, the Schedule of Charges is not finished yet. The three documents build on each other and the task force agreed to wait to present all three documents as a whole package. The Service Level Agreement identifies what you get for your membership fee and assessment and the Policy document identifies what are non-core products and services. There is a fourth meeting on September 8 to work on the Schedule of Charges, but an additional meeting will probably be needed. Discussion followed on the task force's role in determining the schedule of fees. Erlene noted that the goal is to get more input from this group for at least one more meeting and then they will vote. One of the main issues that have come up with the task force is the possibility of charging for record loads. Many members see this as a basic operation. Discussion followed and Erlene suggested that it would simplify things to say that each member pays for authority processing for record loads and possibly doing these as a consortium wide resource. Donna did confirm that it is possible to renegotiate rates with Backstage Authority at the end of this year's contract.

- b. MOU for MOREnet network services- Donna explained that the MOREnet MOU expired as of June 30, 2010. A new one has not been signed yet as Donna didn't feel comfortable doing so with all the changes going on. Earlier in the summer, Donna discussed the MOU with MOREnet and both parties agreed to do monthly (as opposed to quarterly) billing and to talk more frequently. This particular MOU has changed a lot in the last 6 months. The financial services were about \$30,000 a year and this will end around October 1. MOREnet accounting is keeping track of the time spent on MOBIUS business for the time being. MOBIUS ended our HR relationship with MOREnet earlier this year. The payroll is in the process of transitioning to MCO currently. We had three Unix servers and we will just pay them for one now. David Drum (with MOREnet) is the only one to manage the Sun Solaris system. Other things that are likely to stay in the MOREnet/MOBIUS MOU include MOREnet conference support for technical assistance and a training lab and MOREnet desktop support. Other expenses have been cut and will likely continue to decrease. We will also have to pay the \$5000 membership fee and a fee for bandwidth. Since we won't be in the same building or location as MOREnet, we need to find a building with city fiber which would cost about \$275 a month. This will be about \$5000 more a year for networking costs, the \$5000 for membership and about \$2500 in a onetime equipment cost.
- c. MLNC Proposal update- (for financial services) There was a meeting last month to review the proposal with Tracy Byerly of MLNC. Corrie has been working on this since Donna's absence. Corrie explained some of the early proposal modifications. Initially, there were concerns about security and software in the proposal. MLNC agreed to let MOBIUS store their financial data on their own server and use their own software as opposed to MLNC's server and software. They have also put in provisions for transferring services back to MCO should the need arise. A termination concept was not in the initial proposal. Corrie requested that there be two contracts: one for transitional services and one for ongoing services. A conference call will be scheduled soon to discuss these proposals with Corrie, Donna, Gail and Shirley and then an online Board meeting can be held for the board to discuss and vote on this. Erlene noted that this arrangement will need to be reevaluated after a year. After some discussion, Jim Cogswell moved to have the MOBIUS Executive Committee of the Board of Directors to move towards the final negotiation with MLNC on these services and to inform the rest of the Board as needed and sign the final contract. Sharon Upchurch seconded and the motion was approved.
- d. Draft financial policies- Corrie has been working on this task as well. Drawing from some information given in the bylaws and previous treasury work by Bob Frizzell, Corrie had drafted a budget time line and a document over MOBIUS financial policies. The MOBIUS bylaws state the time frame of the fiscal year for the budget is July 1 to June 30. After some discussion, the Board determined that the preliminary budget would be submitted to the Board by the December meeting and to the membership in January. The final budget can then be voted and approved by the Board in February before presented to the membership in March. The Board will make it a point to have the preliminary budget be as exact as possible, so that the private institutions have something to work off of earlier than March if need be.

Corrie discussed the ideas behind each point of the budget section on the document for financial policies. According to the policies outlined, the Board has to approve any total budget overage and how it is handled (in most cases overages are taken out of cash reserves). There was discussion over how often the MOBIUS Executive Director should provide a financial report to the Board. It was determined that the ED would provide a financial report at every regularly scheduled bi-monthly Board meeting.

In regards to the cash reserves section: Earlier discussions on cash reserves had involved three different funds: a server replacement fund, an emergency operations fund (currently set at \$1.2 million), and a contingency fund (used for budget overages and is a fluctuating amount). The Board approved a proposal for how to use cash assets last year that outlined these three funds. After much discussion, the Board asked Corrie to go back and rework the cash reserves section to include the three separate funds mentioned above including guidelines and criteria.

In regards to the cash flow section: There were a few changes noted and Corrie will make these for the next Board meeting.

Audit: there will be an annual audit conducted by an outside third party.

Risk management: MOBIUS will need to acquire renters insurance, MOBIUS staff and Board liability insurance, etc.

-An aside: The interim Executive Director's evaluation has been completed and it was a good review.

6. New Business

- a. MACPAC conference planning
 - i. Guidance on choice of keynote speaker- After some discussion, it was agreed that MACPAC be asked to provide not only a list of potential keynote speakers, but also provide information on why they chose them, what the audience is and if MACPAC members have seen them present before, etc.
 - ii. Changing theme or continuing theme- The Board agreed that there would be no theme this year.
 - iii. Dates of the conference- June 7-9- The Board agreed on this date.
- b. Status of e-resources and future plans- Donna talked to Kurt Kopp with LSO and MOBIUS will not contract with LSO anymore after this current contract is fulfilled. Donna has talked to Tracy Byerly about possibly MLNC doing this on our behalf for this coming year. The last few years MOBIUS has just been maintaining e-resources and Donna would like to begin a discussion on where MOBIUS is going to go with these. Currently there is no staff at MCO to commit to this task. Discussion followed. Erlene suggested and it was agreed on by the Board that we let this go for another year and pass it on to MLNC and see what improvements they might be able to offer. MCO will do the absolute minimum in-house to maintain the databases for the year and that the Board recognizes that we are passing up opportunities. Won't make this final decision till October's meeting.
- c. First Choice Contract- Donna- FY11 is the last year for this contract. MCO asked MAAC if they had a recommendation for keeping 1st Choice or going out to bid. The general

opinion was to keep 1st Choice. At some point soon we will have to decide whether to go to bid. Donna recommended that we keep 1st Choice and renegotiate the contract (Contract ends June 30, 2011). Erlene motioned to approve Donna's recommendation and Gail seconded. The motion was approved.

- d. Number of Council meetings to schedule- The Board agreed to schedule four for the time being.
7. Report of the Interim Executive Director- Donna has been on sick leave for the last couple of weeks. The Ill maintenance invoice was paid last week. So far, there has been about \$15,000 spent on attorney fees. This is a little over budget, but we have the funds. A majority of the membership fees and assessments are in. MLA conference is in October and MOBIUS will have a booth. Donna thought this would be a good time to get the word out about MOBIUS' NFP status. Donna also has set up a meeting on October 20 with the MLNC, MLA and KCMLIN directors. Christopher Gould of MCO has been on the road doing release 2009b training. Janine Gordon has been updating the core servers. Upgrades are on board for encore (a new release) that Justin will be scheduling soon. On October 1 the grant for the conference is due, so we'll be working on that this next month. We have a new URL for the website, mobiusconsortium.org. MCO staff also has new email addresses, but you can still use the campus addresses. MCDAC voted for Lisa Sampley for chair this year and they will have to work on e-books still. In regards to the move, we are working with Affinity for office furniture and moving the office. Donna requested that she be able to use \$20,000 from reserves to cover the moving and furniture expenses. Jim moved and Erlene seconded. The motion passed. Also, Jim motioned that Donna, as the Interim Executive Director, be able to sign checks. Gail seconded and the motion carried.
 8. Reports of Groups
 - a. MCDAC- Procedures on A-Codes and Auth Control- Gail mentioned that her staff would like to recommend that the title be 'MOBIUS procedure on *MOBIUS managed servers.*' Another edit was mentioned and Gail moved to approve the document with changes made. The motion carried.
 9. Other Reports
 - a. MO State Library- Margaret Conroy- The State Library will be rebidding MOREnet databases. Currently they are fully funded but it is unclear what is going to happen to the next fiscal year. Margaret has volunteers for the RFP re-bid process. The process will be done a little differently this year with different weight being given to Price, functionality, etc. which all are taken into consideration. If they don't get funded, they may use some reserve funding as seed money to repurchase databases and have libraries come in and buy from the state library. Margaret spoke on behalf of MOREnet too. MOREnet is working very hard to figure out how to survive. Margaret also mentioned that she had just come from the 'baby dolls' meeting (small public libraries). They are looking at open source automation systems. Margaret also suggested continuing to talk about what MOBIUS can offer to the public libraries.
 - b. DHE- NA
 - c. Host Institution- NA
 - d. MOREnet- NA



10. The meeting was moved into executive session. [not sure if this was 'officially' done or not...]

Pursuant to the Missouri Revised Statutes, Section 610.021, the MOBIUS Executive Committee will convene in closed session with closed record and closed vote for the purpose of considering legal, contractual, budgetary, or personnel matters.

Next Board meeting: October 29th, 10 am-3 pm, location TBA

Submitted by Maegan Bragg
MOBIUS Executive Assistant
9/22/10