ARLIS/NA Board Conference Call
June 2, 2008, 4:00 p.m. – 5:15 p.m. ET

Attending: Cate Cooney, Amy Lucker, Rebecca Price, Barbara Rominski, Ken Soehner, Elizabeth Schaub, Rijn Templeton, Amy Trendler, Deborah Ultan Boudewyns, Liv Valmestad

Agenda:
1. Intent to form a collection development Special Interest Group (SIG)
2. Intent to form an Urban and Regional Planning Issues SIG
3. Update on discrepancies with conference revenue
4. Headquarters access to ARLIS/NA Financial files including IRS papers
5. Request from PDC to change Mentoring Program Names
6. MemberClicks development and maintenance. Next Steps
7. Board Meeting confirmed for October 2 and 3 in New York
8. Rolling out membership dues increase. Preparing for the vote.
9. International Relations Committee -- 2 issues: does Liv serve the desired role of a Canadian representative on the committee
10. Role of the Executive Director, the challenges of working with Clarke Association Services, Inc. and ARLIS/NA moving forward.

Discussion:
1. Intent to form a collection development Special Interest Group (SIG)
2. Intent to form an Urban and Regional Planning Issues SIG

Ken introduces Tim Shipe’s request to form a SIG for Collection Development. Amy L. introduces Rebecca Price’s request to form a SIG for Urban and Regional Planning Issues. The board discusses whether we are to vote or simply acknowledge the existence of the SIG. The revised bylaws suggest that we do not need to vote to make SIGs official. When a SIG is proposed, the board checks that it does not conflict with an existing SIG, Section or Division. The board finds no conflict for a Collection Development SIG and no conflict for an Urban and Regional Planning Issues SIG and recognizes their existence.

Action Item #16: Amy Lucker will report to Tim and Rebecca that SIGs are acknowledged and to get info to Nedda.

Action Item #17: Rebecca Price will update the Policy Manual to reflect changes brought by changing Round Tables to SIGs.

3. Update on discrepancies with conference revenue.

The April financials revealed some discrepancies with the conference revenue. Ken spoke recently with Greg at Headquarters, who said that the April reports and accounts will be ready by later this week. Sue Rawlyk indicated that the discrepancies may be
from outstanding registrations and fees. Most of these were processed through April and she expects that the end of April reports will be more accurate. Some registrations may still trickle in for early May. We won't know much until we have more accurate reports. The reports will be sent electronically to Rijn and if she does not receive them by Friday afternoon, Ken will call Clarke Association Services, Inc..

**Action Item #18:** Ken will follow-up with Headquarters if there are any delays in financial reporting.

4. Clarke Association Services, Inc. access to ARLIS/NA Financial files including IRS papers

Elizabeth Schaub reports that while she was pursuing material from HQ to establish the tax-exempt status of the Texas-Mexico chapter, it took a full six months to get the correct letter. They had the letter on file, but could not locate it for a long time. Others have had difficulty accessing any IRS related documents at Clarke Association Services, Inc. Elizabeth Schaub notes that she has pdfs of the documents, but it seems that no paper copies exist at Headquarters.

There are varying accounts of where the IRS documents which establish ARLIS/NA as a 503.c are. Headquarters has told various board members that there is a file, but files have since been moved to Calgary. Ken notes that in a conversation with Greg, he learned that the financial files are in the Ottawa office.

The board expects that Headquarters should be able to produce this documentation and send a copy to us. (This is not a huge report, but a 2-3 page document.) It is suggested that Headquarters should fax a copy to Ken, as it may be that other chapters will want to explore their tax-exempt status too.

**Action Item #19:** Elizabeth Schaub will write up a brief section for the Chapter Success book including the IRS documents establishing ARLIS/NA as a 503.c. (see Action Item #7)

**Action Item #20:** Ken will contact Greg at Headquarters for these IRS documents.

5. Request from PDC to change Mentoring Program Names

PDC has requested that we approve the following changes to their mentor program names:

- Change ARLIS/NA Conference Mentor Program to ARLIS/NA Conference Networking Program
- Change ARLIS/NA Year-Long Mentoring Program to ARLIS/NA Career Mentoring Program

**Motion #1:** It is moved that we accept the recommendations by PDC to change these program names. The motion is seconded.
Discussion: The PDC would like these changes so that the actual function of the programs is reflected more closely in their names. The board discusses whether ‘networking’ is the same as ‘mentoring.’ It is pointed out that at conferences most new members are more interested in finding ways to meet people than in knowing what session to go to, so networking is a good name. It is noted that the program can be defined more broadly than its name. The name change avoids ambiguity and helps clarify the two different programs.

The motion passes unanimously.

Action Item #21: Elizabeth Schaub will tell Heidi and Tony about the vote and the changes to these group names.

Action Item #22: Rebecca will make changes to the policy manual and send them to Nedda for posting to the AWS.

6. MemberClicks development and maintenance. Next Steps.

Ken brings the board up to date on MemberClicks. The MemberClicks Working Group worked with Deborah and consultant, Wayne Admunson, through February to bring MemberClicks up as it works now. The Working Group has completed their work, since it was just initial implementation. A new invitation would be required to re-form the group for any continued work.

There are several options for moving forward on MemberClicks. We can A) work with Headquarters or B) we can hire a consultant or C) we can assign the Working Group to continue. It is noted that Clarke Association Services, Inc. may be able to handle some of the initial changes, especially those related to simple maintenance. A board member asks about Jonathan Franklin’s and Martha Ruddy’s role. Jill Ludtke was also interested in helping and working with VRA, which is also trying to move forward with MemberClicks.

It is suggested that since this effort falls within the purview of the Publications & Communications Committee that oversight of next steps in MemberClicks be handed to Roger Lawson. Since VRA has already successfully implemented MemberClicks, it would be good to connect with them so that efforts are not duplicated but we learn from each other. Technology is part of the Publications & Communications Committee. Barbara will confer with Roger about it. Ken notes that he has a grad assistant who could help a few hours a week on this as well. The student will help assess the issues with the technology – is it something manageable and what potential does it have for us?

7. Board Meeting confirmed for October 2 and 3 in New York

Ken notes that all seem to be able to attend. We will meet at the Metropolitan Museum in a conference room separate from the library – with wireless and AV. All are encouraged to book their rooms soon.

8. Rolling out membership dues increase. Preparing for the vote.
Now that we have proposed the new membership dues structure, it needs to be put to the membership for a vote.

Ken asks Rebecca to send out new membership rates to Board Members. We will need to send email to listserv before vote with full explanation and with a points list to justify the increase. We also need to talk with MemberClicks contacts to learn about voting with MemberClicks. That would be preferred since it does require signing on.

**Action Item #23**: Rebecca will send the new membership rates to the Board list.

**Action Item #24**: Ken will ask Martha and Jonathan to talk with VRA (Mark Pompelia) about voting with MemberClicks.

9. International Relations Committee -- 2 issues: does Liv serve the desired role of a Canadian representative on the committee?

There is a question about Canadian representation on the International Relations Committee. Ken notes that it is not required but advised that there be a Canadian member on the IRC. Does the Board Liaison role fulfill that charge? Liv notes that the IRC members asking about having a Canadian member and a Mexican member. It is clarified that Liv is board liaison and therefore not an official member of the committee. She can bring a Canadian perspective, but she does not vote. While international representation is recommended, it is not required. Nevertheless the committee should try to include international members.

9A. There is a question about where to send the $300 deposit for those interested in the Netherlands trip. Deposit checks not due 'til Aug. 1, but it is unclear as to whether checks should be sent to Clarke Association Services, Inc. or to someone else. It would be good to have a fulltime bookkeeper in place at Headquarters before we send checks there. Checks will be sent between July 8 and August 1, so we need to determine where to send deposits before that announcement goes out.

It is suggested that Rijn could work with Elizabeth Clarke to set up the ability to receive the deposit checks, if necessary, though sending them to Headquarters would be preferable.

10. Role of the Executive Director, the challenges of working with Headquarters and ARLIS/NA moving forward.

Ken introduces the topic. Elizabeth Clarke’s role is to work with Clarke Association Services, Inc., but she has been unable to get satisfactory responses. As a result, she has proposed other tasks for herself. The board has to decide if these are tasks that we want her to work on and are useful for ARLIS/NA. Also, the board needs to consider the seriousness of the situation when a professional cannot get answers from a management company.

Recent examples such as agenda item #4, above, where we could not get necessary documents in a reasonable time or the apparently slow financial updates resulting in discrepancies in financial reporting, are not minor problems. Our treasurers should not have to be bookkeepers for the society, a role they’ve had to take on in recent months.
Amy Lucker notes that our former financial manager, who now works with another company, is willing to take us on a one-year contract. Moving to another company for financial services would require breaking our contract with Clarke Association Services, Inc. That would necessitate redefining Elizabeth Clarke’s role.

Ken offers a little background to our current situation. Three to four months ago, Fran Scott had conversations with a financial manager at another management firm outside Ottawa. The firm expressed an interest in working with us. A couple weeks ago this firm called Ken and introduced their firm and confirmed that they would like to work with us. Our working relationship with Elizabeth Clarke is separate from our relationship with Clarke Association Services, Inc., so if we move to another company for financial services, that move could include Elizabeth Clarke but does not have to.

If we stay with Clarke Association Services, Inc., we would have to stay until May 2009. As far as getting out of our current contract, Amy Lucker suggests that in her review of the contract she noted that there are no stated provisions or process for getting out of the contract. Clarke Association Services, Inc. seems to be over its head in trying to meet the services we need, so much so that they are not able to provide the most basic of services. Furthermore, Clarke Association Services, Inc. cannot offer technical support, so that has to be contracted out.

Amy Lucker proposed that Ken has a conversation with another firm to see how quickly they can get us up and running. In particular he should inquire about the issues involved with banking in Canada. Before moving to a new firm, we need to know that this firm can get us in better shape. Once Ken has had a preliminary conversation, he can bring information back to the Board.

Are we looking at other management firms? While there are other firms, this firm seems to be able to take us on quickly. It is advised that if we move to a new firm, we take a one-year opt-out contract with them. During that year we could decide whether to stay with them or explore other options.

The board agrees that we need change now as we’re paying fees for services that Clarke Association Services, Inc. is not providing.

The option of moving to another management firm gives us time to work on plans. It is noted that the addendum that Elizabeth Clarke has written is accurate to what she does now, but does not necessarily address what we currently need. We need to evaluate it in those terms.

Ken asks for permission from board to have a preliminary conversation with another firm to help us gain immediate stability. It is agreed that this is a good first move.

Meeting adjourned: 5:20 pm