ARLIS/NA Board Conference Call
February 19, 2009, 4:00 – 5:15 p.m. ET

Attending: Elizabeth Clarke, Cate Cooney, Ted Goodman, Amy Lucker, Rebecca Price, Barbara Rominski, Elizabeth Schaub, Ken Soehner, Amy Trendler, Deborah Ultan Boudewyns, Liv Valmestad [incoming board members: Kim Collins, Heidi Haas, Tony White]

Agenda:
- A review of the Contract proposal from Technical Enterprise, Inc (attached)
- SEI – Future conferences planning and location.
- Offer by ARLIS/Southern California to host the 2013 conference in Pasadena

Ken Soehner begins the meeting at 4:04 pm EST.

Review of the TEI Contract

The discussion begins by reviewing the comments made by Elizabeth Clarke in her email of February 4, 2009. Ted has looked through her concerns from a financial perspective.

Issue #1: Transitional Costs
Elizabeth Clarke had noted that we essentially have a transition fee of $26,190 due to overlapping contracts. We will still be paying Clarke Associates, Inc. for two of the three months that TEI is offering for free, resulting in a savings of $8,730. It is agreed that this is acceptable. Having both companies working to make the transition smooth is important.

Issue #2: Hours per month
There is concern surrounding the hours/month model of payment that TEI proposes (180-210 hours/month). TEI has offered to “begin the clock” in August, so that for those first few months (May-July) when there may be more hours to get the relationship going, we will not have to worry about the limit of 210 hours initially. Ken understands this contract as a ‘full-service’ transition at least for the first three months. It is suggested that we make sure that Clarke Associates, Inc. is willing to put in transition hours to have a smooth transition to the new company. If they are aware of the transition needs and can hire extra staff to address those needs, then the transition will be smoother. It is acknowledged that we will have to pay for the extra time and staffing, but we have built in funding to handle these sorts of costs. One concern is that we will be expecting extra transition work just at the time the company is most busy, just before the annual conference. It is suggested that some things (shipping of boxes of old records, for instance) could be done in advance. Clarke Associates, Inc. may need to hire temporary workers to do the filing, packing, and shipping of society records. It is acknowledged that their staff is quite small (5 people) and dedicated to tasks related to the conference and society management.

Assuming that MemberCilcks data can be exported into TEI’s system, what else needs to happen during the transition? We will need to ship all the financials so that TEI can be on board immediately, particularly with work related to conference expenses. Otherwise, it is the packing of boxes and labeling of files. It is suggested that Scott Sherer, TEI director, talk to Greg about the transition to coordinate their efforts.
Discussion moves to the broader issue of the fixed number of hours conflicting with variable hours over the course of a year. The contract offers between 180 and 210 hours of work by TEI per month (Appendix A: 10. Payment. A. Monthly Management Fee). It is suggested that we ask about ‘roll-over’ hours. We do need to clarify with them how flexible they are about the 180-210 hours/month. Is this an average – can extra hours from one month be brought over to a busier month? The board will need to be able to look ahead and perhaps will have to budget extra money to cover any additional costs. It is noted that they build in a 5% increase each year and that the references did not indicate that TEI is petty about costs. Ken and Amy will talk to them about rollover hours and about ‘average’ hours.

**Issue #3:** Define a specific list of items that they don’t pay for
It is noted that Exhibit B lists hardware and software needs as extra and to be paid for by ARLIS/NA. Page 1, number 3 Ancillary Charges lists possible extra charges “to maintain operations”. If we find that our costs are going up too high, then we can address that. Ted will define a single item charge above which the ARLIS/NA treasurer would need to know about and sign off on (according to the section on Ancillary Charges).

**Issue #4:** Hotel Commissions
In the section on Conference Management (Exhibit A. #9 (10)), we need to be sure that hotel commissions come to the Society, not to the management company.

**Issue #5:** *Art Documentation* costs
TEI is proposing to take care of *Art Documentation* production so that the $23K currently spent would be built into the contract. Would that mean we’d use their production facilities instead of ION Communications? Yes. But we would still use ION for printing and distribution. On the other hand, the Society is not wedded to staying with ION, and TEI could take on the printing and distribution. It is noted that the contract only says they will work with ION, not that TEI will produce anything.

The board discussed what is meant by production and determines that it is all pre-press work – getting the journal to a printer-ready state. It is suggested that we add to the contract that TEI will produce *Art Documentation*. Templates are already in place, so the Society is not expecting TEI to do any design work --- someone will need to verify that we have the templates (that they are not owned by ION). On page 6 (Exhibit A. 2. Publication Committee Support), we need to add a statement 2B regarding this issue. 2B would state that TEI will produce *Art Documentation* to a printer-ready state. It is suggested that we should build into the contract the need to look again and evaluate this issue once we have a better sense of how TEI handles the production of *Art Documentation*.

Having addressed the above concerns, the Board agreed to go through the contract page by page. What follows is that discussion.

Throughout the contract, our Society title needs to be corrected to *Art Libraries Society of North America*.

**P. 1, #3.** --- Ted will come up with a number to fill in the “single item charge exceeding _____” section of the ‘Ancillary Charges’ paragraph.
P. 2, #5. consumed

P. 5, #15. Change “periodically” to “annually”

Exhibit A. (p. 6-12)

P. 6.

Item 1, B: add postal mail

2. Publication Committee Support:
Add B: Add a statement to the effect that TEI will assume production of Art Documentation beginning with the Fall 2009 issue, with an option to pull out should the Society not be satisfied with the quality of the product. The board discussed whether beginning with the fall issue is best – the consensus is that it makes sense because TEI will be fully on board by then and the publication is moving to Peer-review with that issue. It is suggested that there be a conversation between Roger Lawson, Judy Dyki, Jonathan Franklin and TEI to talk about the changes.

P. 7.

3. Membership Profile Maintenance:
Add a statement reflecting that the website will provide access to a dynamic (real-time) membership directory in addition to a static (PDF) directory.

2 (should be 4) Customer Care:
B. Add time frame for the response regarding resolution of problems (a response within X number of days)
C. Confirm that “listservs” includes chapter listservs, as requested.
H. Add an 800 number for calls.

3 (should be 5) Association Manager Services:
B. They do not arrange, but they do attend Board meetings. Regarding their offer to contribute to the minutes with resolutions (motions?), action items and follow-up lists, do we also want to add that one staff member will participate in Board conference call meetings throughout the year (approximately 10 meetings per year).

P. 8.

H. Add a line “to send materials biannually or annually to Illinois for deposit in official ARLIS/NA Archives.” Ask about electronic archiving – particularly the conference websites.

K. Clarify if network chairs chapter chairs. Add board members. Clarify what these training sessions are – we assume they are to help our people use their online system to get at data – and thus intended for committee chairs, board members, and chapter chairs.

4 (should be 6) Financial Services:
E. Their reference to a membership department was unclear. Clarify that they are referring to their membership staff.
G. Add that they should follow up on accounts receivable

P. 9.

5 (should be 7)
6 (should be 8)

P.10.
8 (should be 9) Web Services:
A.  Add ‘and chapter websites as requested’
Perhaps clarify what they mean by “maintain” in regard to websites.

There is no mention of blogs or wikis.  Add that (or some reference to Web 2.0 capabilities) to this section.

9 (should be 10) Conference Management:
Add that hotel commissions come to ARLIS/NA not to the management company.

P. 11.
C and D. – replace the word ‘is’ with ‘as’

F. Add line to include onsite registration help.

G. Clarify what is meant by VIP Management.  We are assuming special guests, plenary speakers, Society Circle, etc.

The question was raised as to their support for conference proceedings or photography at the conference.  It is noted that those usually conference expenses, covered as needed at the time.  Do we want to begin hiring a local AV company to handle podcast recording, etc.?  It is assumed that TEI would contract that sort of work out.

10 (should be 11) Payment:
D. Management Fee Escalation:  It is unclear how to find the Milwaukee figure, yet the proposed increase (minimum of 3% to a maximum of 5%) does seem reasonable and not uncommon or excessive.

Wrap Up:
Ken Soehner, Amy Lucker, (and Ted Goodman?) will have a conference call with Scott Sherer early next week to go over these concerns and questions.  We hope to be able to turn a final contract to our lawyer by the end of the month.  Deborah Ultan Boudewyns will send John Hazzard’s email to Ken so that the can give John a heads-up that the contract will be coming for his evaluation soon.

Remaining two items on the agenda will be moved to our next meeting:
  •  SEI – Future conferences planning and location.
  •  Offer by ARLIS/Southern California to host the 2013 conference in Pasadena.

Ken Soehner adjourned the meeting at 5:25 pm.

Submitted:
Rebecca Price, Secretary