V-Cat Steering Committee Meeting Minutes

Tuesday, September 29, 2020
9:30 a.m. – 11:30 a.m.

Wisconsin Valley Library Service
300 First Street - Wausau WI, 54403

Due to precautions concerning COVID-19 this meeting was held by remote attendance only.

Members Present: T.Bobrofsky (Chair), E. Grunseth, P. Pechura, D. Frandrup, L. Giordano, P. O'Connell, M. Sepnafski, K. Zimmermann

Members Absent: P. Knuth, S. Stevens, K. Metzke, S. Schmidt

Others Present: J. Klingbeil

Meeting Minutes

Called to Order – 9:32am (Chairperson, Thomas Bobrofsky)

1. **Roll call** (Meeting Facilitator, Katie Zimmermann)

   Quorum present.

2. **Action**: Approval of Agenda (Chairperson)

   Motion: E. Grunseth   Second: P. Pechura   **Carried**

3. **Action**: Approval of Previous Meeting Minutes: April 2020 (Chairperson)

   Motion: E. Grunseth Second: P. Pechura **Carried**

4. **Voting Models Exploratory Committee Report** (Committee member, Dominic Frandrup)

   a. General Discussion
   D. Frandrup and K. Zimmermann reviewed the work of the V-Cat Voting Models Exploratory Committee as illustrated in the committee meeting minutes provided to the V-Cat Steering Committee.

   L. Giordano asked for clarification on how the dynamic will change with a weighted voting system. K. Zimmermann responded explaining that with the current system a voice vote is often sufficient to determine whether a vote passes with 2/3 majority. For instance, with the current representative model, if all members are in attendance and there is one nay vote, it is easy to determine that a motion carries. With a weighted voting system, it would be necessary to know the weight of any nay votes to determine whether the motion carries.

   L. Giordano asked if other systems that use a weighted model use a roll call vote to approve agendas and minutes. D. Frandrup reported that they do not, and asked for the Steering Committee for input on the criteria for when consensus voting and weighted voting would be appropriate. Frandrup reported that systems outline the details in their bylaws, and may include weighted voting for things like budgets and circulation practices.

P. Pechura agreed that routine business like agendas and minutes could be determined by consensus for the sake of time.

T. Bobrofsky asked if member libraries would be able to request a weighted vote. Frandrup explained that employing a weighted vote changes the dynamic of the vote itself. The Voting Models Exploratory Committee felt that changing the model mid-stream could be confusing, and guidelines should be defined in advance for how different types of motions are handled. Frandrup explained that the Voting Models Exploratory Committee is seeking guidance from the V-Cat Steering Committee as to what those guidelines should be.

L. Giordano agreed that establishing guidelines ahead is beneficial because it prevents confusion and a change in end results if a library were to invoke weighted voting.

T. Bobrofsky suggested making a list of routine business, and items that would require a weighted vote. There was a question of how to handle types of motions that are in either list. D. Frandrup felt that votes could be postponed if necessary. K. Zimmermann noted that other bylaws reviewed call out particular types of motions and have a clause stating how all other motions are to be handled. She also agreed that having information available to members ahead of a meeting is important, and if progress is unclear motions should be tabled until a future meeting.

P. Pechara suggested defining the types of motions that would be handled by consensus and then have everything else be decided with a weighted vote. If the list needed to be further defined additional things could be added to the list for consensus voting. She noted that it could also be done the other way around but hesitated to give too much direction as the library directors should have the most input because they will be the ones making decisions.

T. Bobrofsky noted that special meetings are an option for decision making, and it is easier now with remote meetings to call them.

E. Grunseth noted the Voting Models Exploratory Committee's minutes, that they committee had done an outstanding job researching and considering the options. She understands that considering a weighted voting model is good, but understands that there are questions about whether a weighted model is right for WVLS. She observed that the word 'rare' came up several times in the committee's meeting minutes. She asked if there were one negative, and one positive of a weighted voting model.

D. Frandrup noted that the benefit is that those that contribute more have a stronger vote. A possible negative is that it may take a little bit longer to calculate the outcome of a weighted vote. Frandrup noted that there is also the question of the required majority to pass a motion.

P. Pechura and K. Zimmermann agreed that it can be difficult to get many libraries together for meetings, and it would be best to try and resolve motions within a single meeting. She noted that the bylaws and budget are the most in need of weighted voting, and minutes, agenda, and adjournment are the most commonly passed by consensus. It is the middle ground that is difficult to define.

L. Giordano asked for examples of what kind of motions might fall into the middle area. K. Zimmermann reviewed the history of motions as noted in the September 2020 V-Cat Voting Models Exploratory Committee minutes.

L. Giordano asked for an explanation of the dual voting model, and whether it helps balance the votes out in some way. K. Zimmermann explained that motions need a majority of both the representative vote and the weighted vote to pass.

Giordano was concerned that it could be confusing, and recommended that it be explained clearly to the V-Cat Council. J. Klingbeil noted that the dual model allows for checks and balances and allows for libraries to find middle ground.

b. Discussion of Proposed Weighted Vote Formulas
P. Pechara noted she liked all the models, but wanted to caution against allowing any one library enough power to block a motion or pass a motion on its own.

K. Zimmermann asked if the Steering Committee had feedback on the use of Shares vs. Shares + Net lending on calculating the weighted vote.

P. O'Connell noted that her library is a net borrower and that libraries themselves don't seem to have a lot of control over that factor. There are many factors that can go into whether a library is a net lender or a net borrower, Zimmermann outlined a few. It is not a statement about who is doing 'better.' She concluded that including net lending as a factor is about recognizing that net lending libraries are giving more than they are receiving. Using net lending as a factor is a way to recognize that some libraries are offering value to the consortium besides the v-cat share. Zimmermann noted that Libraries would not be penalized for borrowing more than they lend.

There was consensus among committee members to the use of shares + net lending as the formula for calculating weighted votes.

c. Discussion of Supermajority
K. Zimmermann reviewed the various models, levels of majorities, and minimum number of libraries to pass and block a motion at each level. Within all the models being considered, no county would have the ability to independently pass a motion. With a representative vote and with some weighted voting models, Clark County would have enough votes to block a motion if all the libraries within the county voted together if bylaws require a 2/3 or 3/4 majority. If a weighted voting model is in place, Marathon County would have the ability to block a motion if bylaws require a 2/3 or 3/4 majority.

L. Giordano asked for clarification on what it takes to pass or block a motion with a dual voting model. Zimmermann explained that motions have to pass with both a majority of the weighted and a majority of the representative vote.

D. Frandrup asked if there was any preference among the Steering Committee for the 2/3 majority or the 3/4 majority with a shares plus net lending and representative vote.

J. Klingbeil noted that there is already a history of motions passing with minimal opposition, because libraries are involved in the formation of recommendations and the involved libraries are those that have the largest weight.

T. Bobrofsky asked if the 2/3 majority has been working. K. Zimmermann noted that the two motions she knew of that have not passed a 2/3 majority were a possible consortium

merger in 2014 and the magazine circulation motion in June of 2019. J. Klingbeil also noted that the few times he knew of where a consensus could not be reached there were few in opposition, and not enough to block a motion, even with the weighted model.

L. Giordano added that a 51% majority didn't seem strong enough.

5. **Determine next steps for Voting Models Exploration or Bylaw Changes**
   a. Discussion
   K. Zimmermann outlined the options for moving forward including 1) V-Cat Steering Committee drafts and recommends bylaw changes to the V-Cat Council 2) V-Cat Voting Models Exploratory Committee develops bylaw changes and reports to the V-Cat Steering Committee, who in turn recommends bylaw changes to the V-Cat Council 3) V-Cat Steering Committee tasks the V-Cat Voting Models Exploratory Committee with drafting recommended bylaws and presenting them to the V-Cat Council for approval.

   L. Giordano said the Voting Models Exploratory committee had done a great job so far and would be well versed to make a proposal to the V-Cat Council.

   T. Brobosky asked if anyone had a motion for next steps.
   Discussion and review of the previous conversations followed. K. Zimmermann offered a summary of the points so far.
   The V-Cat Steering Committee is open to
   - 2/3 or 3/4 majority depending upon the thoughts of the Voting Models Exploratory Committee
   - A formula that includes V-Cat shares and net lending to determine each library's weighted vote
   - Description given to three areas 1) regular orders of business such as agendas, minutes and adjourning the meeting 2) other motions regarding guidelines and processes and 3) budgets and bylaws. Language could also address motions that don't clearly fall into any of these categories.

   T. Bobrofsky asked if this is enough information for the Voting Models Exploratory Committee to proceed.

   D. Frandrup asked for clarification on a dual voting (representative and weighted) or a combination of consensus voting and weighted voting.

   L. Giordano indicated that if dual voting is presented in a clear fashion that it gives a more balanced voice for every library while still acknowledging the impact of larger libraries on the system.

   b. **Possible Action**
   By general concurrence during the course of review and discussion, the V-Cat Steering Committee asks that the Voting Models Exploration Committee continues its work in determining an appropriate level of "qualified majority" and further, develops appropriate language for a bylaws amendment proposal.

   By action, the V-Cat Steering Committee recommends that the voting model of the V-Cat Council be adjusted so that when consensus cannot be met the regular orders of business such as adoption of agendas, adoption of the minutes of previous meetings, and adjournment be done by a majority vote and for anything beyond that related to

guidelines, processes, budgets, and bylaws we do a combination of weighted voting consisting of shares and net lending at either a 2/3rds or 3/4 level and representative voting with 1 share per library.

Moved: P. Pechara Seconded: E. Grunseth **Carried**

6. **Request for items to include on the next meeting agenda** (Chairperson)

   No suggestions for future agenda items were provided.

7. **Action:** Adjournment (Chairperson)

   Moved: P. Pechara Seconded: E. Grunseth **Carried**

Meeting Adjourned –11:26 am

These minutes were prepared and respectfully submitted by Katie Zimmermann.