

PLATO BOARD OF DIRECTORS MEETING MINUTES

December 16, 2014

Fitchburg Public Library, 5530 Lacy Road, Fitchburg, WI

Present: Mary Boyd (President), Patricia Becker, Greg Bell, Sybil Better, Bob Blitzke, Lauren Blough, Lewis Bosworth, Mike DiIorio, Gail Gordon, Aleta Murray, Scott Kolar, Tim Otis, Frank Power, Don Reeder
DCS: Barry Orton, Louise Fowler

I. CALL TO ORDER - Boyd called the meeting to order at 9:34 a.m. Boyd welcomed Greg Bell who was filling in for Mary DeWolf.

II. MANAGEMENT OF PLATO AS A GROWING ORGANIZATION – Boyd commented that the primary purpose of this meeting was to address issues associated with growth in the organization’s activities and initiatives. These issues had increased in prominence in the past 6-8 weeks. At a recent meeting of the President’s “kitchen cabinet”, the group focused on clarification of the role of the Board and the need for improved operational management. Gordon put forth a proposal to make greater use of the PLATO website to allow more time at Board meetings for discussing matters of policy and substance (see V below).

III. ROLE OF THE BOARD – Boyd discussed a possible change in Article X, Section 11 of the Bylaws that would clarify the responsibilities of the Board to emphasize its role as a policy-making body. With this change, Board meetings would focus on assessing members’ needs and interests, dealing with future challenges and opportunities and establishing priorities. Questions from board members then focused on clarification of the types of issues that would be within the Board’s purview. It was emphasized that policy-making would be the Board’s responsibility.

Motion: The following motion to revise Article X, Section 11 of the bylaws to read as follows was approved: The Board shall be responsible for establishing priorities and providing direction, control and planning for PLATO. (Original motion by Becker with second by Murray; substitute motion by Kolar with second by Gordon.)

IV. ESTABLISHMENT OF AN EXECUTIVE COMMITTEE – Boyd discussed an addition to the Bylaws that would provide for the establishment of an Executive Committee. Subsequent discussion focused on the need for an executive committee, clarification of the issues that would be handled by this Committee (the Executive Committee would implement the Board’s policies), the size and composition of the group, the inclusion of operational practices into bylaws, the need for transparency, and the appropriate location for this new provision in the PLATO bylaws.

Motion: The following motion to add a new provision to the bylaws, Article IX, Section 4 was approved: Section 4, Executive Committee: The five officers shall compose an

Executive Committee that has responsibility for evaluating organizational needs and managing the on-going operations of PLATO under the policies established by the Board of Directors. (Original motion by Otis with second by Becker; amendment to the motion by Reeder, second by Otis.)

The need for transparency in Executive Committee actions was discussed.

Motion: The Board approved a motion directing the Executive Committee to establish operating guidelines relating to posting of agendas, frequency of meetings and availability of meeting minutes and to report back to the Board at its January meeting. (Motion by Better with second by DiIorio)

- V. BOARD MATERIALS** - Gordon's proposal to distribute materials on the PLATO website prior to each Board meeting was reviewed. Under this approach, it will be very important for Board members to review all materials prior to meetings. Members voiced optimism that this new approach would allow for discussion of more substantive issues at Board meetings. Implementation in January appears feasible

Motion: The Board approved the following process for distribution of materials:

1. The meeting agenda, committee reports, prior meeting minutes, financial statements, whatever regular information is to be presented to the board meeting, be submitted to Louise (PLATO program assistant) by the Tuesday morning before the meeting.
2. Tuesday morning this information would be uploaded to the PLATO website, posted to a page labeled "Board Meeting Information – Date". An email would be sent to all board members Tuesday afternoon with a link to the board meeting page, so the information could be read before the meeting.
3. Committee reports will have been read so there would be no committee meeting report presentations at the meeting, just responses to questions raised and discussions and presentations about new committee initiatives or matters of substance.
4. Minutes will have been read and hopefully corrections/comments emailed to the secretary so the minutes as corrected can be approved at the meeting.
5. Financial statements will have been read on the web page and questions can be raised and addressed at the meeting.
6. Any anticipated motions to be made from the floor should be made available prior to the meeting.

(Motion by Becker with second by Gordon).

- VI. RETREAT** – Planning was put on hold while the Board determines whether the changes adopted above eliminate the necessity for a retreat this winter. Boyd indicated that she would place the identification of policy issues for future discussion on the agenda of the January meeting.

- VII. NOVEMBER 2014 MINUTES** – On a motion by Otis with a second by DiIorio, the Board approved the minutes of the November meeting.

VIII. CALENDAR

December 19th from 11:30 am to 2:30 pm at Biaggi's - holiday gathering.

January 16th from 9:30 to 11:30 am - next Board meeting.

Meeting adjourned at 11:45 a.m.

Respectfully submitted,
Sybil Better
Secretary

Approved by the PLATO Board on January 16, 2015.